Commodities and Future Trading Commission

Securities and Exchange Commission

17 CFR Parts 4, 275 and 279

Reporting by Investment Advisers to Private Funds and Certain Commodity Pool Operators and Commodity Trading Advisors on Form PF; Final Rule
COMMODOITY FUTURES TRADING COMMISSION

17 CFR Part 4
RIN 3038–AD03

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 275 and 279
RIN 3235–AK92

Reporting by Investment Advisers to Private Funds and Certain Commodity Pool Operators and Commodity Trading Advisors on Form PF

AGENCIES: Commodity Futures Trading Commission and Securities and Exchange Commission.

ACTION: Joint final rules.

SUMMARY: The Commodity Futures Trading Commission (“CFTC”) and the Securities and Exchange Commission (“SEC”) (collectively, “we” or the “Commisions”) are adopting new rules under the Commodity Exchange Act and the Investment Advisers Act of 1940 to implement provisions of Title IV of the Dodd-Frank Wall Street Reform and Consumer Protection Act. The new SEC rule requires investment advisers registered with the SEC that advise one or more private funds and have at least $150 million in private fund assets under management to file Form PF with the SEC. The new CFTC rule requires commodity pool operators (“CPOs”) and commodity trading advisors (“CTAs”) registered with the CFTC to satisfy certain CFTC filing requirements with respect to private funds, should the CFTC adopt such requirements, by filing Form PF with the SEC, but only if those CPOs and CTAs are also registered with the SEC as investment advisers and are required to file Form PF under the Advisers Act. The new CFTC rule also allows such CPOs and CTAs to satisfy certain CFTC filing requirements with respect to commodity pools that are not private funds, should the CFTC adopt such requirements, by filing Form PF with the SEC. Advisers must file Form PF electronically, on a confidential basis. The information contained in Form PF is designed, among other things, to assist the Financial Stability Oversight Council in its assessment of systemic risk in the U.S. financial system.

DATES: The effective date for the addition of 17 CFR 4.27 (rule 4.27 under the Commodity Exchange Act), 17 CFR 275.204(b)–1 (rule 204(b)–1 under the Investment Advisers Act of 1940) and 17 CFR 279.9 (Form PF), as well as the revision to the authority citation for 17 CFR part 4, is March 31, 2012. See section III of this Release for compliance dates.

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I. Background

A. The Dodd-Frank Act and the Financial Stability Oversight Council

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”).4 One significant focus of this legislation is to “promote the financial stability of the United States” by, among other measures, establishing better monitoring of emerging risks using a system-wide perspective.5 To further this goal, the Act establishes the Financial Stability Oversight Council (“FSOC”) and directs it to monitor risks to the U.S. financial system. The Act also gives FSOC a number of tools to carry out this mission.6 For instance, FSOC may

6 See Sections 113 and 120 of the Dodd-Frank Act. In a recent rulemaking release, FSOC explained that its response to any potential threat to financial stability will be based on an assessment of the circumstances. See Authority to Require Supervision and Regulation of Certain Nonbank
determine that a nonbank financial company will be subject to the supervision of the Board of Governors of the Federal Reserve System ("FRB") if the company may pose risks to U.S. financial stability as a result of its activities or in the event of its material financial distress. In addition, FSOC may issue recommendations to primary financial regulators, like the SEC and CFTC, for more stringent regulation of financial activities that FSOC determines may create or increase systemic risk. 

The Dodd-Frank Act anticipates that various regulatory agencies, including the Commissions, will support FSOC. To that end, the Dodd-Frank Act amended section 204(b) of the Advisers Act to require that the SEC establish reporting and recordkeeping requirements for advisers to private funds, many of which must also register for the first time as a consequence of the Dodd-Frank Act.

These new requirements may include maintaining records and filing reports containing such information as the SEC deems necessary and appropriate in the public interest and for investor protection or for the assessment of systemic risk by FSOC. The SEC and CFTC must jointly issue, after consultation with FSOC, rules establishing the form and content of any reports to be filed under this new authority. On January 26, 2011, in a joint release, the CFTC and SEC proposed new rules and a new reporting form intended to implement this statutory mandate. In the release, the SEC proposed new Advisers Act rule 204(b)–1, which would require private fund advisers to file Form PF periodically with the SEC. In addition, the CFTC proposed new rule 4.27, which would require private fund advisers that are also registered as CPOs or CTAs with the CFTC to satisfy certain proposed CFTC systemic risk reporting requirements, should the CFTC adopt such requirements, by filing Form PF. Today, we are adopting these proposed rules and Form PF with several changes from the proposal that are designed to respond to commenter concerns. Consistent with the proposal, advisers must report on Form PF certain information regarding the private funds they manage, and this information is intended to complement information the SEC collects on Form ADV and information the CFTC separately has proposed to collect from CPOs and CTAs. Collectively, these reporting forms will provide FSOC and the Commissions with important information about the basic operations and strategies of private funds and help establish a baseline picture of potential systemic risk in the private fund industry.

The SEC is adopting Advisers Act rule 204(b)–1 and Form PF to enable FSOC to obtain data that will facilitate monitoring of systemic risk in U.S. financial markets. Our understanding of the utility to FSOC of the data to be collected is based on our staffs’ consultations with staff representing the members of FSOC. The design of Form PF is not intended to reflect a determination as to where systemic risk exists but rather to provide empirical data to FSOC with which it may make a determination about the extent to which the activities of private funds or their advisers pose such risk. The information made available to FSOC will be collected for FSOC’s use by the Commissions in their role as the primary regulators of private fund advisers. The policy judgments implicit in the information required to be reported on Form PF reflect FSOC’s role as the primary user of the reported PF the option of submitting on Form PF data regarding commodity pools that are not private funds as substitute compliance with certain CFTC reporting obligations (i.e., for Schedules B and C of Form CPO–PQR and Schedule B of Form CTA–PR as proposed) should the CFTC determine to adopt such requirements. For these private fund advisers, filing Form PF through the Form PF filing system would be a filing with both the SEC and CFTC. Irrespective of their filing a Form PF with the SEC, the CFTC has proposed that all private fund advisers that are also registered as CPOs and CTAs with the CFTC would be required to file Schedule A of Form CPO–PQR (for CPOs) or Schedule A of Form CTA–PR (for CTAs). CFTC Proposing Release, supra note 16. See Proposing Release, supra note 12, at n.16, concerning the purposes of Form PF. References in this Release to Form ADV or terms defined in Form ADV or its glossary are to the form and glossary as amended in the Implementing Adopting Release, supra note 11.
information for the purpose of monitoring systemic risk. The SEC would not necessarily have required the same scope of reporting if the information reported on Form PF were intended solely for the SEC’s use. We expect the information collected on Form PF and provided to FSOC will be an important part of FSOC’s systemic risk monitoring in the private fund industry.19 We note that, simultaneously with the consultations between our staffs and the staff representing FSOC’s members, FSOC has been building out its standards for assessing systemic risk across different kinds of financial firms and has proposed guidance and standards for determining which nonbank financial companies should be designated as subject to FRB supervision.20 In its most recent release on this subject, FSOC confirmed that the information reported on Form PF is important not only to conducting an assessment of systemic risk among private fund advisers but also to determining how that assessment should be made.21

The Commissions received more than 35 letters responding to the proposal, with trade associations, investment advisers and law firms accounting for most of the comments. Commenters representing investors were generally supportive of the proposal but thought it should have required more of private fund advisers.22 Some of these supporters argued, in particular, for more detailed and more frequent reporting than we proposed.23 In contrast, advisers and those writing on their behalf expressed concern regarding the scope, frequency and timing of the proposed reporting.24 A number of these commenters generally supported the systemic risk monitoring goals of the Dodd-Frank Act or the broad framework of the proposal but argued that specific aspects of the proposal were impractical or burdensome.25 We respond to these comments in section II of this Release.

This rulemaking is intended primarily to support FSOC, consistent with the mandate to adopt private fund reporting requirements under the Dodd-Frank Act. Determinations made with respect to the Form PF reporting requirements have been made in furtherance of this goal and to comply with this legislative mandate.

22 See, e.g., comment letter of the American Federation of Labor and Congress of Industrial Organizations (Apr. 12, 2011) (“AFL–CIO Letter”); comment letter of Institutional Investors (Apr. 11, 2011) (“IIL Letter”) (agreeing that “the SEC’s proposal will facilitate FSOC’s ability to promote the soundness of the U.S. financial system” but noting that the commenter’s own working group report favored real-time reporting of position-level information).

23 See AFL–CIO Letter (“We support the Proposed Rule, but believe it should be strengthened in a few key areas by requiring more frequent reporting, omitting the arbitrary distinction by investment strategy, and adding additional disclosure requirements necessary to investors and prevent systemic risks.”); comment letter of the Americans for Financial Reform (Apr. 12, 2011) (“AFL–CIO Letter”) (endorsing the AFL–CIO Letter).


25 See, e.g., comment letter of BlackRock Inc. (Apr. 12, 2011) (“BlackRock Letter”); IIAA Letter (stating that they “fully support the Commission’s goal of enhancing transparency of private funds that may be deemed to present systemic risk to the U.S. financial markets” but arguing that the proposal is too broad in scope); MFA Letter (supporting “the approach proposed by the SEC and CFTC to collect information from registered private fund managers through disclosures on Form PF” and stating that the collection of data from market participants, including investment advisers and the funds they manage, “is a critical component of effective systemic risk monitoring and regulation”).

B. International Coordination

The Dodd-Frank Act states that FSOC shall coordinate with foreign financial regulators in assessing systemic risk.26 In recognition of this, our proposal discussed the potential importance of international regulatory coordination in responding to future financial crises.27 A number of groups have continued to advance international efforts relating to the collection of systemic risk information. For example, recent reports from the Financial Stability Board (“FSB”), International Monetary Fund (“IMF”) and Bank for International Settlements (“BIS”) emphasize the importance of identifying and addressing gaps in the information available to systemic risk regulators.28 One goal of this coordinated effort is to collect comparable information regarding private funds, which will aid in the assessment of systemic risk on a global basis.29 Several commenters agreed that international coordination in connection with private fund reporting is important and encouraged us to take an approach consistent with international precedents.30

To this end, our staffs have consulted with the United Kingdom’s Financial Services Authority (the “FSA”), the European Securities and Markets Authority (“ESMA”), the International Organization of Securities Commissions (“IOSCO”) and Hong Kong’s Securities and Futures Commission.31 The FSA

22 See, e.g., comment letter of the American Federation of Labor and Congress of Industrial Organizations (Apr. 12, 2011) (“AFL–CIO Letter”); comment letter of Institutional Investors (Apr. 11, 2011) (“IIL Letter”) (agreeing that “the SEC’s proposal will facilitate FSOC’s ability to promote the soundness of the U.S. financial system” but noting that the commenter’s own working group report favored real-time reporting of position-level information).

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27 These consultations began prior to issuance of the Form PF proposal and have continued during
was the first to develop significant experience with hedge fund reporting, conducting a voluntary, semi-annual survey beginning in October 2009 by sampling large hedge fund groups based in the United Kingdom.32 IOSCO, in turn, used the guidelines established in the FSA Survey, together with its own report on hedge fund oversight, in coordinating a survey of hedge funds conducted by IOSCO’s members (including the SEC and CFTC) as of the end of September 2010.

Most recently, ESMA has proposed its own survey, a peer private fund reporting, which shares many common elements with the FSA Survey (as well as the IOSCO survey and Form PF).33 ESMA’s proposed template will serve as the basis for mandatory private fund reporting in Europe under the European Union’s Directive on alternative investment fund managers (“EU Directive”) and is expected eventually to supersede the FSA Survey in the United Kingdom. The proposed ESMA template is broader in scope than the FSA Survey in several respects, including the SEC and CFTC’s examination of the use of information about a wide range of alternative investment funds, including private equity funds, venture capital funds and real estate funds.34 Form PF includes many of the types of information collected through the FSA Survey and proposed to be collected in the ESMA template, and a number of the changes we are making from the proposal further align Form PF with these international approaches to private fund reporting.35

II. Discussion

The SEC is adopting Form PF and rule 204(b)–1 under the Advisers Act with several changes from the proposal that are designed to respond to commenter concerns. Under the new rule, SEC-registered investment advisers must report systemic risk information to the SEC on Form PF if they advise one or more private funds.36 The final rule and changes from the proposal are discussed below.37

In addition, the CFTC is adopting rule 4.27 with minor revisions.38 This new rule provides that, for registered CPOs and CTAs that are also registered as investment advisers with the SEC and advisers expressing concern that disclosing Form PF serves as substitute compliance for certain of the CFTC’s proposed systemic risk reporting requirements should the CFTC adopt such requirements.39 The CFTC has revised the new rule to allow CPOs and CTAs who are otherwise required to file Form PF the option of submitting on Form PF data regarding commodity pools that are not private funds as substitute compliance with certain of the CFTC’s proposed systemic risk reporting requirements should the CFTC adopt such requirements.40 The CFTC believes that the revisions to the CEA rule adopted in this Release provide additional clarity with respect to the filing obligations of dually registered CPOs and CTAs. Because commodity pools that are reported or required to be reported on Form PF are categorized as hedge funds for purposes of Form PF, as discussed below, CPOs and CTAs filing Form PF need to complete only the sections applicable to hedge fund advisers.41

As discussed above and in the Proposing Release, we have designed Form PF, in consultation with staff representing FSOC’s members, to provide FSOC with information important to its understanding and monitoring of systemic risk in the private fund industry.42 Based on our staffs’ consultations with staff representing FSOC’s members, we expect that FSOC will use the information collected on Form PF, together with market data from other sources, to assist in determining whether and how to deploy its regulatory tools. This may include, for instance, identifying private funds that merit further analysis or deciding whether to recommend to a primary financial regulator, like the SEC or CFTC, more stringent regulation of the financial activities of the private fund industry.43

Although the Form we are adopting will provide information useful to FSOC’s regulatory mission, the Form has not been designed to be FSOC’s exclusive source of information regarding the private fund industry.44 FSOC’s recently proposed guidance regarding its process for designating nonbank financial companies that may pose risks to U.S. financial stability for FRB supervision helps to illustrate how FSOC may use the Form PF data along with other data sources.45 This guidance would establish a three-stage process for determinations, at least in non-emergency situations. In the first and second stages, FSOC would screen firms using progressively more granular analyses of publicly available data and data that, like Form PF, are collected by other regulators. In the third stage, FSOC would work with the Office of Financial Research (“OFR”) to conduct an in-depth review of specific firms identified in the first two stages, and this would generally involve OFR collecting additional, targeted information directly from these firms.46

36 See Advisers Act rule 204(b)–1.

37 As noted above, section 204(b) of the Advisers Act gives the SEC authority to establish both reporting and recordkeeping requirements for private fund advisers. See note 12 and accompanying text. One commenter asked why the SEC proposed reporting requirements before proposing recordkeeping requirements for private fund advisers, expressing concern that advisers would need to know what records to maintain in order to report on Form PF. See comment letter of Congressman Darrell E. Issa, Chairman of the House Committee on Oversight and Government Reform (Sept. 20, 2011) ("Issa Letter"). Recordkeeping requirements serve a number of important purposes, such as ensuring that advisers maintain adequate documentation to the disposition of their clients’ and investors’ assets and that SEC examiners are able to effectively inspect advisers’ operations. The SEC does not believe, however, that establishing recordkeeping requirements is a necessary prerequisite to establishing reporting requirements.

38 See supra note 16.

39 See CEA rule 4.27. For purposes of this rule, it is the CFTC’s position that any false or misleading statement of a material fact or material omission in the jointly adopted sections (sections 1 and 2) of Form PF that is filed by these CPOs and CTAs shall constitute a violation of section 6(c)(2) of the CEA.

40 Id.

41 Form PF is a joint form between the SEC and the CFTC only with respect to sections 1 and 2 of the Form. Accordingly, private fund advisers that are also CPOs or CTAs would be obligated to complete only section 1 and, if they meet the applicable threshold, section 2 of Form PF.

42 See Proposing Release, supra note 12, at section II.A at n. 49.

43 See supra note 6.

44 See Proposing Release, supra note 12, at n. 50 and accompanying text.

45 See FSOC Second Notice, supra note 6. See also section 113 of the Dodd-Frank Act for a discussion of the matters that FSOC must consider when determining whether a U.S. nonbank financial company will be supervised by the FRB and subject to prudential standards.

46 See sections 153 and 154 of the Dodd-Frank Act. One commenter expressed support for our approach, agreeing that, "Form PF should be used to obtain enough information to make a preliminary assessment, which can be followed up with data..."
Similarly, in determining whether to exercise its other authorities for addressing potential systemic risks, we expect that FSOC would likely utilize data from other sources in addition to Form PF.

Form PF is primarily intended to assist FSOC in its monitoring obligations under the Dodd-Frank Act, but the Commissions may use information collected on Form PF in their regulatory programs, including examinations, investigations and investor protection efforts relating to private fund advisers. In section VI.A of this Release, we discuss some of the ways in which the SEC could use proposed Form PF data for its regulatory activities and investor protection efforts.

As discussed in more detail below, the amount and type of information required on Form PF varies based on both the size of the adviser and the types of funds managed. For instance, Form PF requires more detailed information from advisers managing a large amount of hedge fund or liquidity fund assets than from advisers managing fewer assets or other types of funds.

This scaled approach is intended to provide FSOC with a broad picture of the private fund industry while relieving smaller advisers from much of the detailed reporting. Based on our staffs’ consultations with staff representing FSOC’s members, we understand that obtaining this broad picture will help FSOC to contextualize its analysis and assess whether systemic risk may exist across the private fund industry and to identify areas where OFR may want to obtain additional information. This scaled approach is also designed to reflect the different implications for systemic risk that may be presented by different investment strategies.

A. Who Must File Form PF

An investment adviser must file Form PF if: (1) It is registered or required to register with the SEC; (2) advises one or more private funds; and (3) had at least $150 million in regulatory assets under management attributable to private funds as of the end of its most recently completed fiscal year. A CPO or CTAs that is also registered or required to register with the SEC as an investment adviser and satisfies the other conditions described above must file Form PF with respect to any commodity pool it manages that is a “private fund” under the Dodd-Frank Act rule 204(b)–1. With this scaled approach, the reporting requirements we are proposing reflect the Dodd-Frank Act directive that, in adopting the new regime should the CFTC adopt such requirements.

We have modified the conditions under which an adviser must file Form PF by adding a minimum reporting threshold of $150 million in private fund assets under management. Under the proposal, all private fund advisers registered with the SEC would have been required to file Form PF. The Dodd-Frank Act modified the Advisers Act’s minimum registration requirements so that most advisers with under $100 million in assets under management must register with one or more states rather than the SEC. In addition, the Dodd-Frank Act created exemptions from SEC registration for advisers solely to venture capital funds and for advisers solely to private funds that in the aggregate have less than $150 million in assets under management in the United States. As a result, under our proposed approach, most advisers with under $100 million in assets under management, and many advisers with less than $150 million in private fund assets under management, would not have reported on Form PF because they would not be registered with the SEC. However, some registered advisers with relatively few private fund assets would have been required to report on Form PF only that they fall under certain of the Form’s reporting thresholds.

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We have modified the conditions under which an adviser must file Form PF by adding a minimum reporting threshold of $150 million in private fund assets under management. Under the proposal, all private fund advisers registered with the SEC would have been required to file Form PF. The Dodd-Frank Act modified the Advisers Act’s minimum registration requirements so that most advisers with under $100 million in assets under management must register with one or more states rather than the SEC. In addition, the Dodd-Frank Act created exemptions from SEC registration for advisers solely to venture capital funds and for advisers solely to private funds that in the aggregate have less than $150 million in assets under management in the United States. As a result, under our proposed approach, most advisers with under $100 million in assets under management, and many advisers with less than $150 million in private fund assets under management, would not have reported on Form PF because they would not be registered with the SEC. However, some registered advisers with relatively few private fund assets would have been required to report on Form PF only that they fall under certain of the Form’s reporting thresholds.
of “Large Private Fund Advisers” would be required to complete certain additional sections of Form PF:

- Any adviser having at least $1.5 billion in regulatory assets under management attributable to hedge funds as of the end of any month in the prior fiscal quarter; 57
- Any adviser managing a liquidity fund and having at least $1 billion in combined regulatory assets under management attributable to liquidity funds and registered money market funds as of the end of any month in the prior fiscal quarter; 58 and
- Any adviser having at least $2 billion in regulatory assets under management attributable to private equity funds as of the last day of the adviser’s most recently completed fiscal year. 59

These large advisers must complete additional sections of Form PF, with large hedge fund advisers completing section 2 and large liquidity fund and private equity fund advisers completing sections 3 and 4, respectively. 60 The information each of these sections requires is tailored to the type of fund, focusing on relevant areas of financial activity that have the potential to raise systemic concerns. We discuss these areas of financial activity as they relate to hedge funds, liquidity funds and private equity funds in greater detail in the Proposing Release and below. 61

1. “Hedge Fund” Definition

Registered advisers managing hedge funds must submit information on Form PF regarding the financing and activities of these funds in section 1 of the Form, and large hedge fund advisers are required to provide additional information in section 2 of the Form. 62 Form PF defines “hedge fund” generally to include any private fund having any one of three common characteristics of a hedge fund: (a) A performance fee that takes into account market value (instead of only realized gains); (b) high leverage; or (c) short selling. 63 Solely for purposes of Form PF, a commodity pool that is reported or required to be reported on Form PF is treated as a hedge fund. A number of commenters addressed the “hedge fund” definition. Some of these suggested that we eliminate the distinctions among fund types and instead require all advisers to complete the entire Form so that advisers could not use the definitions to avoid reporting requirements. 64 Others, however, urged us to narrow the definition so that fewer funds would be classified as hedge funds. 65 Form PF generally requires more information regarding hedge funds than other types of funds, and in most cases, an adviser must conclude that a fund is not a hedge fund in order to classify it as one of the six other types of private fund defined in Form PF. 66 As a result, narrowing the definition of the “hedge fund” definition in Form PF could have a significant effect on reporting. Commenters persuading us, however, that certain revisions to the proposed definition would result in a more accurate grouping of funds, thereby improving the quality of the data collected and, at the same time, reducing the reporting burdens on some advisers. 67

First, we have expressly excluded from the “hedge fund” definition in Form PF vehicles established for the purpose of issuing asset backed securities (“securitized asset funds”). 68 One commenter noted that these funds could have been categorized as hedge funds under our proposal, which was not the intended result. 69 Although the issuance of asset backed securities may have systemic risk implications, the questions on Form PF regarding hedge funds would not yield relevant data regarding securitized asset funds. As a result, including responses regarding securitized asset funds in the hedge fund data could distort the information FSOC obtains from questions directed at hedge funds.

Second, we have modified clause (a) of the “hedge fund” definition in Form PF, which classifies a fund as a hedge fund if it uses performance fees or allocations that are calculated by taking into account unrealized gains. One
commenter pointed out that even funds that do not allow for the payment of such fees or allocations, such as private equity funds, may be required to accrue or allocate these amounts in their financial statements to comply with applicable accounting principles. It was not intended for funds that accrue or allocate these fees or allocations solely for financial reporting purposes to be classified as hedge funds, so we have clarified that clause (a) relates only to fees or allocations that may be paid to an investment adviser (or its related persons). Third, we have addressed another commenter’s concern that clause (a) could inadvertently capture certain private equity funds because, although these funds typically calculate currently payable performance fees and allocations based on realized amounts, they will sometimes reduce these fees and allocations by taking into account “unrealized losses net of unrealized gains in the portfolio.” Funds should not be classified as hedge funds for purposes of Form PF based solely on this practice, and we have clarified that clause (a) would not include performance fees or allocations the calculation of which may take into account unrealized gains solely for the purpose of reducing such fees or allocations to reflect net unrealized losses.

Finally, several commenters asserted that clause (c) of the “hedge fund” definition, which looks to whether a fund may engage in short selling, should include an exception for a de minimis amount of short selling or exclude short selling intended to hedge the fund’s exposures. However, short selling appears to be, for purposes of Form PF, a potentially important distinguishing feature of hedge funds, many of which may, as the name suggests, use short selling to hedge or manage risk of various types. On the other hand, we also understand that many funds pursuing traditional investment strategies use short positions to hedge foreign exchange risk and to manage the duration of interest rate exposure, and we are persuaded that including funds within the definition of “hedge fund” in Form PF solely because they use these particular techniques would dilute the meaningfulness of the category. Therefore, we have modified clause (c) to provide an exception for short selling that hedges currency exposure or manages duration.

Commenters arguing that, instead of a definition, the Commissions should take an approach similar to that used in the FSA Survey, which outlined common hedge fund characteristics and allowed an adviser “to make its own good faith judgment as to whether a particular fund is a hedge fund.” were not persuasive. Such an approach could effectively defer to the adviser the determination of whether to report on Form PF information about hedge funds—an approach that might be appropriate for a voluntary survey, like the FSA’s, but one that would significantly compromise the value of data collected for FSOC and thus would fail to achieve the purpose of this rulemaking. Two other commenters suggested instead that we eliminate all of the private fund definitions and require that every private fund adviser complete the entire Form. These commenters concerned that any distinction among funds tied to the amount or type of information reported may encourage advisers to change strategies in order to avoid reporting. Although we are sensitive to these concerns, we believe that distinguishing fund types is important for two reasons. First, by distinguishing among types of funds, we are able to limit the information collection burdens on advisers to funds for which the information is most relevant. Second, separating reported data by fund strategy allows extraneous information to be excluded, which we believe will improve its utility to FSOC and the Commissions.

Several commenters also expressed concern that clauses (b) and (c) of the “hedge fund” definition in Form PF are too broad because many funds have the capacity to borrow or incur derivative exposures in excess of the specified amounts or to engage in short selling but do not in fact engage, or intend to engage, in these practices. These commenters generally argued that clauses (b) and (c) should focus on actual or contemplated use of these practices rather than potential use. Changes to the “hedge fund” definition in response to these comments have not been made because clauses (b) and (c) properly focus on a fund’s ability to engage in these practices. Even a fund for which leverage or short selling is an important part of its strategy may not engage in that practice during every reporting period. Thus, the suggested approach could result in incomplete data sets for hedge funds, a class of funds that may be systemically significant. However, a private fund would not be a “hedge fund” for purposes of Form PF solely because its organizational documents fail to prohibit the fund from borrowing or incurring derivative exposures in excess of the specified amounts or from engaging in short selling so long as the fund in fact does not engage in these practices (other than, in the case of clause (c), short selling for the purpose of hedging currency exposure or managing duration) and a reasonable investor would understand, based on the fund’s offering documents, that the fund will not engage in these practices.

Finally, some commenters recommended that a fund should not be classified as a “hedge fund” for purposes of Form PF unless it satisfies at least two of the prongs of the “hedge fund” definition (rather than any one prong). The definition is designed to identify funds that are an appropriate subject for the higher level of reporting to which hedge funds will be subject.
under Form PF, and, based on our staffs’ consultations with staff representing FSOC’s members, we believe that any one of the identified characteristics is sufficient to appropriately distinguish a fund for this purpose. We have not, therefore, made the change these commenters suggested. The changes to the “hedge fund” definition discussed above are intended to more accurately group private funds for purposes of Form PF and, thereby, improve the quality of information reported.

2. “Liquidity Fund” Definition

Registered advisers managing liquidity funds must submit information on Form PF regarding the financing and activities of these funds in section 1 of the Form, and large liquidity fund advisers are required to provide additional information in section 3 of the Form.82 For purposes of Form PF, a “liquidity fund” is any private fund that seeks to generate income by investing in a portfolio of short-term obligations in order to maintain a stable net asset value per unit or minimize principal volatility for investors.83 Commenters did not address the “liquidity fund” definition, which the SEC is adopting as proposed.

3. “Private Equity Fund” Definition

Registered advisers managing private equity funds must submit information on Form PF regarding the financing and activities of these funds in section 1 of the Form, and large private equity advisers are required to provide additional information in section 4 of the Form.84 Consistent with the proposal, Form PF defines “private equity fund” as any private fund that is not a hedge fund, liquidity fund, real estate fund, securitized asset fund or venture capital fund and does not provide investors with redemption rights in the ordinary course.85 Two

82 Form PF is a joint form between the SEC and the CFTC only with respect to sections 1 and 2 of the Form. Section 3 of the Form, which requires more specific reporting regarding liquidity funds, is only required by the SEC.
83 See Glossary of Terms to Form PF. As discussed in the Proposing Release, liquidity funds can resemble registered money market funds, certain features of which may make them susceptible to runs and thus create the potential for systemic risk. See Proposing Release, supra note 12, at section II.A.2.
84 Form PF is a joint form between the SEC and the CFTC only with respect to sections 1 and 2 of the Form. Section 4 of the Form, which requires more specific reporting regarding private equity funds, is only required by the SEC.
85 See Glossary of Terms to Form PF. The definitions of “real estate fund” and “venture capital fund” are being adopted as proposed, and changes to the definition of “securitized asset fund” are discussed above. See supra note 68. These definitions are primarily intended to exclude these types of funds from our definition of “private equity fund” to improve the quality of data reported on Form PF relating to private equity funds.
86 See PEGCC Letter (proposing an alternative that largely inverts the proposed “hedge fund” definition but would allow for short selling and soften other definitions); SIPMA Letter (suggesting an alternative that would define a “private equity fund” as a private fund having “a large number of sophisticated, third-party institutional and high net worth investors” and satisfying ten additional criteria, including that “the fund and its investment activities are not subject to regulatory restrictions or limitations.”).
87 Some commenters were concerned that creating any distinctions among funds would encourage advisers to change strategies in order to avoid reporting. See supra note 66 and accompanying text. The SEC believes, based on its staff’s consultations with staff representing FSOC’s members, that this risk is best addressed by tightly integrating the definitions. See supra notes 64–79 and accompanying text for a discussion of comments on the “hedge fund” definition and the changes we are making from the proposal. Some of these comments reflected concern that the breadth of the “hedge fund” definition would cause it to capture some private equity funds. Commenters arguing for an independent “private equity fund” definition expressed similar concerns. As discussed above, certain of the changes we are making to the “hedge fund” definition are designed to address these concerns.
88 As proposed, we are requiring that an adviser determine whether it meets a threshold and qualifies as a large hedge fund adviser, large liquidity fund adviser or large private equity fund adviser based solely on the assets under management attributable to the particular types of fund. Two commenters suggested that we instead require advisers to aggregate all of their assets under management, regardless of strategy, to determine whether it meets a threshold and qualifies as large hedge fund advisers. We have based this estimate of non-U.S. advisers on IARD data as of October 1, 2011, showing that, among currently registered private fund advisers, fewer than 10% are non-U.S. advisers. (We are not aware of any reason that recent changes in the exemptions available under the Advisers Act would affect the relative representation of U.S. and non-U.S. advisers.) One commenter suggested that estimates based on HFI data should be grossed up because the database is under-inclusive. See comment letter of the Alternative Investment Management Association (Jul. 26, 2011) (“AIMA Letter”). As we acknowledge that this database is likely somewhat under-inclusive, we believe that the amount of assets under management in the database is relatively small because the aggregate amount of assets reported to the database is consistent with other data sources estimating the total size of the hedge fund industry. In addition, we believe the uncounted assets are likely skewed toward the smaller advisers in the industry because the identity and size of the industry’s largest advisers is relatively consistent across sources. As a result, although this database may under-estimate the total amount of hedge fund industry assets under management, the count of large hedge fund advisers is likely to be relatively accurate. The changes to the “hedge fund” definition discussed above will likely result in fewer funds being classified as hedge funds than under the proposed definition. However, these changes are intended to more accurately group private funds for purposes of Form PF and should more closely align the definition to the estimates discussed above.

89 The proposal relating to private equity fund committed capital is available in File No. S7–05–11. We estimate that, in addition to the 155 U.S.-based private equity fund advisers that will exceed the $1 billion threshold, approximately 23 non-U.S. private fund advisers will also be classified as hedge fund advisers, for a total of approximately 250 large hedge fund advisers. We have based this estimate of non-U.S. advisers on IARD data as of October 1, 2011, showing that, among currently registered private fund advisers, fewer than 10% are non-U.S. advisers. (We are not aware of any reason that recent changes in the exemptions available under the Advisers Act would affect the relative representation of U.S. and non-U.S. advisers.) One commenter suggested that estimates based on HFI data should be grossed up because the database is under-inclusive. See comment letter of the Alternative Investment Management Association (Jul. 26, 2011) (“AIMA Letter”). As we acknowledge that this database is likely somewhat under-inclusive, we believe that the amount of assets under management in the database is relatively small because the aggregate amount of assets reported to the database is consistent with other data sources estimating the total size of the hedge fund industry. In addition, we believe the uncounted assets are likely skewed toward the smaller advisers in the industry because the identity and size of the industry’s largest advisers is relatively consistent across sources. As a result, although this database may under-estimate the total amount of hedge fund industry assets under management, the count of large hedge fund advisers is likely to be relatively accurate. The changes to the “hedge fund” definition discussed above will likely result in fewer funds being classified as hedge funds than under the proposed definition. However, these changes are intended to more accurately group private funds for purposes of Form PF and should more closely align the definition to the estimates discussed above.

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however, that this increase will substantially change the group of advisers that were estimated in the proposal would be classified as large hedge fund advisers. Rather, the change is intended simply to adjust for a difference in how assets under management are measured in Form PF compared to how they are measured in the commercial databases that we consulted in proposing the $1 billion threshold amount. Form PF uses the definition of “regulatory assets under management” that the SEC recently adopted in connection with amendments to its Form ADV. This definition measures assets under management gross of outstanding indebtedness and other accrued but unpaid liabilities. One commenter pointed out, however, that the assets under management that advisers report to the currently available third-party databases are generally calculated on a net basis.90 In other words, without adjustment, our proposed threshold of $1 billion in gross assets would have captured advisers with less than $1 billion in net assets, expanding the group of advisers classified as large hedge fund advisers beyond what we intended.91 We believe this revised threshold strikes an appropriate balance between obtaining information regarding a significant portion of the hedge fund industry while minimizing the burden imposed on smaller advisers.92

An adviser managing liquidity funds must combine liquidity fund and registered money market fund assets for purposes of determining whether it meets the threshold for more extensive reporting regarding its liquidity funds. Liquidity funds and registered money market funds often pursue similar strategies, invest in the same securities and present similar risks. An adviser is, however, only required to report information about unregistered liquidity funds on Form PF. This information will supplement data the SEC collects about registered money market funds on its Form N–MFP and provide FSOC a more complete picture of large liquidity pools and their management. The SEC expects this approach to the reporting threshold to capture approximately 80 of the most significant managers of liquidity funds.93.94

Based on our staffs’ consultations with staff representing FSOC’s members, we believe that requiring basic information from all registered advisers over the minimum reporting threshold but more extensive and detailed information only from advisers meeting the higher thresholds is important to enabling FSOC to obtain a broad picture of the private fund industry. We understand that obtaining this broad picture will help FSOC to contextualize its analysis and assess whether systemic risk may exist across the private fund industry and to identify areas where OFR may want to obtain additional information. At the same time, requiring that only these Large Private Fund Advisers complete additional reporting requirements under Form PF will provide systemic risk information for a substantial majority of private fund assets while minimizing burdens on smaller private fund advisers that are less likely to pose systemic risk concerns.

Although thresholds set at a higher amount could still yield information regarding much or a majority of the private fund industry’s assets under management, such thresholds would potentially impede FSOC’s ability to obtain a representative picture of the private fund industry. The activities of private fund advisers may differ significantly depending on size because, for instance, some strategies may be practical only at certain scales.95 As a result, obtaining information regarding, for instance, 50 percent or 60 percent of the industry’s assets under management may not be sufficient to confidently draw conclusions regarding the remaining portion of the industry. However, because relatively few advisers manage most of the industry’s assets under management, a substantial reduction in the potential burdens of reporting can be achieved without sacrificing the ability to obtain a more representative picture. For example, setting the threshold to cover, for instance, 80 percent of industry assets under management rather than 100 percent would relieve thousands of advisers from more detailed reporting while still obtaining a reasonably representative picture.96 There are, however, limits to the range within which this tradeoff can be effectively made. For example, setting the thresholds to cover, for instance, 60 percent of industry assets under management rather than 80 percent would relieve a relatively small segment of advisers from more detailed reporting but might not result in a picture broad enough to be representative.

Accordingly, the thresholds have been established to balance FSOC’s need for a broad, representative set of data regarding the private fund industry with the desire to limit the potential burdens of private fund systemic risk reporting. Commenters expressed support for a tiered reporting system based on size.97

90 See AIMA AUM Letter.
91 We are not aware of any existing source with data regarding the gross assets under management of U.S. hedge fund managers. Therefore, based on our staffs’ consultations with staff representing FSOC’s members, we have established this threshold by multiplying the proposed threshold by an industry average leverage ratio of 1.5 times net assets. The commenter suggested that industry leverage ranges between 1.5 and 3 times net assets but noted that leverage over the preceding 12 months had dropped to 1.1 times investment capital. See AIMA AUM Letter; see also MFA Letter (citing leverage ratios from 3.0 to as low as 1.16); Andrew Ang, et al., Hedge Fund Leverage, National Bureau of Economic Research (Feb. 2011). We have used a leverage ratio at the lower end of this range because, without data regarding the industry’s gross assets, it cannot confidently be estimated that a higher threshold would capture a portion of the industry sufficient to allow FSOC to effectively perform systemic risk assessments. Also, although the definition of “regulatory assets under management” is measured gross of certain liabilities, it does not capture all forms of leverage that may be included in the sources cited in the AIMA AUM Letter, such as off-balance sheet leverage. As a result, the leverage implied by “regulatory assets under management” may be lower than the leverage estimated based on these sources. The AIMA AUM Letter also suggested that the average leverage ratio used should be asset-weighted because advisers with over $1 billion in net assets under management tend to use greater amounts of leverage. However, these larger advisers would exceed the threshold even if measured on a net basis. The adjustment to the threshold to account for leverage is most relevant for the middle group of largely private and large advisers, and the leverage ratio we have used is consistent with the leverage ratio this commenter estimates for advisers with $200 million to $1 billion in net assets under management.

92 Similar adjustments to the thresholds applicable to liquidity fund advisers and private equity fund advisers have not been made because we understand that these strategies typically involve little leverage at the fund level. See infra note 306 and accompanying text.

93 See also Proposing Release, supra note 12, at n. 89. The estimate of the number of large liquidity fund advisers is based on the number of advisers with at least $1 billion in registered money market fund assets under management, as reported on Form N–MFP as of October 1, 2011. See also AIF–GIO Letter; AFR Letter.

94 For example, one commenter cited evidence suggesting that the use of leverage varies significantly with fund size, though they did not state whether this variation continues among advisers with over $1 billion in net assets under management. See AIMA AUM Letter. See also Ibbotson, Roger G., Peng Chen, and Kevin X. Zhu, 2011, The ABCs of Hedge Funds: Alphas, Betas, and Costs, Financial Analysts Journal 67 (1) (“Ibbotson, et al.”) at 17–18 (discussing possible explanations for observed differences in returns for larger and smaller hedge funds).

95 In the PRA analysis below, the SEC estimates that the large adviser thresholds will result in approximately 500 advisers reporting additional information in section 2, 3 or 4 of Form PF while approximately 3,070 advisers will report information only in section 1 and another 700 will not report on Form PF at all because of the minimum reporting threshold. See infra section IV.A of this Release.

However, most commenters thought the proposed threshold of $1 billion was either too high or too low.98 Commenters arguing for a lower threshold expressed concern that, at $1 billion, regulators would receive insufficient information to monitor certain types of market behavior with potentially systemic consequences.99 In contrast, a number of commenters argued that even an adviser with $1 billion in assets under management could not pose systemic risk.100 Several of these commenters supported an increase to $5 billion, which they argued would still capture over half the hedge fund industry while ensuring that advisers have sufficient operational capabilities to complete the Form.101

We have carefully considered these comments in light of the information we understand FSOC desires and its intended use by FSOC. Based on this, the SEC has determined to adopt the proposed threshold for large liquidity fund advisers and to increase the threshold for large private equity fund advisers to $2 billion. We are adopting the threshold for large hedge fund advisers with the corrective change discussed above. Although we understand commenters’ concerns that the proposed thresholds are too high and will not permit regulators to detect certain group behaviors among smaller private fund advisers, we believe at this time that the amount of additional information that would be required for this purpose would impose a significant burden on these smaller advisers and not significantly expand FSOC’s ability to understand the industry.

On the other hand, in light of the information we understand FSOC desires and its intended use by FSOC, we are also not persuaded that a larger increase in the thresholds would be appropriate. Commenters supporting an increase may be correct that an adviser just exceeding these thresholds could not be large enough to pose systemic risk. However, the thresholds are not intended to establish a cutoff separating the risky from the safe but rather to provide FSOC with sufficient context for the assessment of systemic risk while minimizing the burden imposed on smaller advisers.102 We understand based on our staffs’ consultation with staff representing FSOC’s members that, in order to assess potential systemic risk posed by the activities of certain funds, FSOC would benefit from access to data about funds that, on an individual basis, may not be systemic risk but could be of systemic risk. The increase discussed above, the increase that some commenters supported would result in coverage of a substantially smaller part of the industry, potentially impeding FSOC’s ability to obtain a broad picture of the private fund industry.103

The SEC is, however, persuaded that an increase in the threshold for large private equity advisers that is smaller than some commenters advocated can be made without sacrificing the ability to obtain a broad picture of the private fund industry. SEC staff estimates that an increase in this threshold to $2 billion from the proposed $1 billion will reduce the portion of U.S. private equity industry assets covered by the more detailed reporting in section 4 of the Form from approximately 85 percent to approximately 75 percent.104 At the same time, it reduces the number of U.S.-based advisers SEC staff estimates will be categorized as large private equity advisers from approximately 270 to approximately 155.105 This will significantly mitigate the number of advisers subject to the more detailed reporting while still covering a substantial majority of industry assets. As a result of this change, section 4 of Form PF will cover a smaller portion of U.S. private equity industry assets than section 2 covers of U.S. hedge fund industry assets. However, the SEC believes this result is appropriate because private equity funds tend to pursue a narrower range of strategies than hedge funds, reducing concerns regarding the level of representativeness.

b. Frequency of Testing

The proposal would have required hedge fund and liquidity fund advisers to measure whether they had crossed these thresholds on a daily basis and private equity advisers to measure them on a quarterly basis. The proposed approach was based on our understanding that, as a matter of ordinary business practice, advisers are aware of hedge fund and liquidity fund assets under management on a daily basis, but are likely to be aware of private equity fund assets under management only on a quarterly basis. However, several commenters argued that advisers would have difficulty monitoring on a daily basis the value of private funds holding complex or illiquid investments.106 One commenter also noted that, in any given quarter, an adviser could experience significant spikes in the value of its assets under management.107 These commenters suggested a variety of alternatives, such as testing at the end of the prior reporting period,108 using an average over the period (possibly based on values at the end of each month in the quarter),109 or testing at the end of each month.110 We are persuaded that requiring daily testing of complex or illiquid investments could impose a substantial burden on some advisers.

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98 See AFL–CIO Letter and AFR Letter (suggested lower threshold) to AIMA General Letter; IAA Letter; MFA Letter; PEGCC Letter; SIFMA Letter (supporting a higher threshold). See also comment letter of George Merkl (Feb. 22, 2011) (“Merkl February Letter”) (supporting the proposed thresholds).

99 See AFL–CIO Letter (arguing that the proposal would not allow regulators to monitor “herding” behavior, which it defines as the tendency for market participants to trade together on one side of the market; also suggesting that, at a minimum, advisers with between $150 million and $1 billion in assets under management “should be required to complete all applicable sections of Form PF on a semi-annual basis.”); AFR Letter.

100 See, e.g., AIMA General Letter (also questioning whether the SEC and FSOC have the capacity to analyze the data from all the advisers above the proposed threshold); IAA Letter; MFA Letter; comment letter of Olympus Partners (Apr. 1, 2011) (“Olympus Letter”); PEGCC Letter (preferring that the SEC not require advisers to provide private equity fund advisers because, in their view, these advisers pose little systemic risk); Seward Letter; SIFMA Letter; comment letter of the United States Chamber of Commerce for Capital Markets Competitiveness (Apr. 12, 2011) (“USCC Letter”).

101 See, e.g., AIMA General Letter (asserting that a $5 billion threshold “still captures around 50–60% of the US hedge fund industry assets or just over 75 large hedge fund managers.”); MFA Letter (“Based on estimates, 77 hedge fund managers representing approximately 50–60% of hedge fund industry assets would exceed this [5 billion] threshold.”); Seward Letter; USCC Letter (citing figures similar to those provided in the AIMA General Letter and the MFA Letter in support of a $5 billion threshold); ABA Committees Letter; BlackRock Letter; MFA Letter; ATA Report.

102 See supra text accompanying notes 94–96. As noted above, the FSOC Second Notice highlights that even establishing guidelines for evaluating private fund advisers may not require the context that Form PF will provide. See supra note 21.

103 In particular, the activities of private fund advisers may differ significantly depending on size and that the portion of industry assets represented by advisers with over $5 billion in private fund assets under management may look substantially different from the portion of industry assets represented by advisers with between, for instance, $1 billion and $5 billion.
and we have, accordingly, modified the Form so that advisers need only test whether their hedge fund or liquidity fund assets meet the relevant threshold as of the end of each month.\textsuperscript{111} In addition, as some commenters suggested, the test will look back one quarter so that these advisers know at the start of each reporting period whether they will be required to complete the more detailed reporting required of large hedge fund advisers and large liquidity fund advisers.\textsuperscript{112} We did not adopt an approach using an average because it would add unnecessary complexity and potentially allow an adviser whose assets under management have grown significantly during a quarter to delay more detailed reporting for an additional quarter.

Commenters also objected to the proposed quarterly testing with respect to private equity advisers, suggesting that even such infrequent testing may be difficult for some advisers.\textsuperscript{113} As we discuss in further detail below, large private equity fund advisers will be required to report information regarding their private equity funds only on an annual (rather than quarterly) basis, with the result that quarterly testing of the threshold is unnecessary.\textsuperscript{114} Accordingly, advisers need only test whether their private equity fund assets meet the relevant threshold at the end of each fiscal year.\textsuperscript{115}

5. Aggregation of Assets Under Management

For purposes of determining whether an adviser meets the $150 million minimum reporting threshold or is a Large Private Fund Adviser for purposes of Form PF, the adviser must aggregate together:

- Assets of managed accounts advised by the firm that pursue substantially the same investment objective and strategy and invest in substantially the same positions as private funds advised by the firm (“parallel managed accounts”) unless the value of those accounts exceeds the value of the private funds with which they are managed;\textsuperscript{116} and

- Assets of private funds advised by any of the adviser’s “related persons” other than related persons that are separately operated.\textsuperscript{117}

These aggregation requirements are designed to prevent an adviser from avoiding Form PF reporting requirements by re-structuring how it provides advice.

We have modified these aggregation requirements from the proposal. As adopted, an adviser may exclude parallel managed accounts if the value of those accounts is greater than the value of the private funds with which they are managed.\textsuperscript{118} This change recognizes that, as some commenters noted, many advisers managing a relatively small amount of private fund assets could end up crossing a reporting threshold simply because it has a significant separate account business using a similar strategy.\textsuperscript{119} We believe this approach is consistent with section 204(b) of the Advisers Act, the focus of which is private fund reporting.\textsuperscript{120} We remain concerned, however, that advisers focusing on private funds may increasingly structure investments as separate accounts to avoid Form PF reporting requirements, which could diminish the utility to FSOC of the information collected on Form PF.\textsuperscript{121}

Accordingly, an adviser must still include the value of parallel managed accounts in determining whether it meets a reporting threshold if the value of those accounts is less than the value of the private funds managed using substantially the same strategy.\textsuperscript{122}

We have also modified these aggregation requirements from the proposal so that advisers may exclude the assets under management of related persons that are separately operated.\textsuperscript{123} There was general support for the proposed aggregation of related persons.\textsuperscript{124} However, commenters argued that “[r]equiring aggregation of funds managed by ‘any related person’ is not possible for many large institutions such as a large firm which operates under separate business units with independent asset management functions and decision making by affiliated entities.”\textsuperscript{125}

We are persuaded that advisers may have difficulty gathering the information necessary to aggregate the assets of related persons whose operations are genuinely independent of their own and that, with an appropriate standard of separateness, the risk of evasion is substantially mitigated. Having considered several existing SEC standards of separateness, we believe that the most appropriate for this purpose is the standard the SEC recently adopted in Item 7.A of Form ADV for determining whether an adviser must complete section 7.A of Schedule D to that form with respect to a related
person. Although the Item 7.A standard was adopted for a somewhat different regulatory purpose, we believe it suits this role as well. In addition, every adviser filing Form PF will have already considered this standard with respect to its related persons, which means that applying the standard in the context of Form PF will impose little or no incremental burden on advisers. Accordingly, for purposes of determining whether an adviser meets one or more of the reporting thresholds, the adviser need only aggregate its private fund assets with those of its related persons for which it is required to complete section 7.A of Schedule D to Form ADV.\footnote{126}

For purposes of both the reporting thresholds and responding to questions on Form PF, an adviser may exclude any assets invested in the equity of other private funds.\footnote{127} In addition, if any of the adviser’s private funds invests substantially all of its assets in the equity of other private funds and, aside from those investments, holds only cash, cash equivalents and instruments intended to hedge currency risk, the adviser may complete only section 1b with respect to that fund and otherwise disregard that fund.\footnote{129} These instructions are intended to avoid duplicative reporting, which reduces the burden of reporting for advisers and improves the quality of the data reported.

Based on our staffs’ consultation with staff representing FSOC’s members, we have expanded from the proposal the scope of assets that may be disregarded under this instruction. The proposed instruction would have allowed advisers to disregard only fund of funds that invest exclusively in other private funds.\footnote{130} Commenters expressed concern that the proposed instruction would prove too narrow to accommodate many funds of funds, noting that these funds often hold cash or some amount of direct investments.\footnote{131} These commenters generally sought a broader exclusion for funds of funds, suggesting alternatives that would allow these funds to hold essentially unlimited dollar amounts of direct investments while not reporting on Form PF.\footnote{132} In light of the purpose for which information is collected on Form PF, we are not convinced that an adviser should not have to report on a fund’s direct investments simply because it primarily holds investments in other private funds. However, we are persuaded that our proposed exception for funds of funds was too narrow in that it did not allow for a \textit{de minimis} amount of cash, cash equivalents and currency hedges. These limited non-permitted to treat as a private fund any non-U.S. fund that would be a private fund if it had U.S. jurisdictional means in offering its securities. A non-U.S. fund that has never used U.S. jurisdictional means in the offering of the securities it issues would not be a private fund. See infra 134; Exemptions Adopting Release, supra note 11, at n.294 and accompanying text.

See the Proposing Release, supra note 12, for the proposed version of Instruction 7 to Form PF. We have also added a new Instruction 8, which clarifies that, except as provided in Instruction 7, all investments in other funds should be included for all purposes under Form PF but that advisers are not required to “look through” the other funds to the underlying assets (unless the other fund’s purpose is to act as a holding company for the private fund’s investments).

Instruction 2 to Form PF.

The adviser must, however, treat these assets consistently for purposes of Form PF. For example, an adviser may not count these assets when determining whether the fund’s borrowing may exceed half its net asset value and then disregard these assets for purposes of the reporting thresholds. Although this instruction allows an adviser to disregard these investments in other private funds, it would not allow an adviser to disregard any liabilities of the private fund, even if incurred in connection with an investment in other private funds.

See Instruction 7 to Form PF. Solely for purposes of this instruction, an adviser is also private fund holdings appear unlikely, on their own, to raise systemic concerns. We are also persuaded that, even where a fund is not necessarily a “fund of funds” but holds investments in other private funds, reporting on those investments is unnecessary because information regarding the other private funds will, in most cases, be reported separately on Form PF, and we have modified the instructions accordingly.\footnote{133}

If an adviser’s principal office and place of business is outside the United States, the adviser may exclude any private fund that, during the adviser’s last fiscal year, was not a United States person, was not offered in the United States, and was not beneficially owned by any United States person.\footnote{134} This approach is designed to reduce the duplication of reporting requirements that foreign regulators may impose and to allow an adviser to report with respect to only those private funds that are more likely to implicate U.S. regulatory interests.

Reporting for Affiliated and Sub-advised Funds

An adviser may, but is not required to, report the private fund assets that it manages and the private fund assets that its related persons manage on a single Form PF.\footnote{135} This is intended to provide private fund advisers with reporting flexibility and convenience, allowing affiliated entities that share reporting and risk management systems to report jointly while also permitting affiliated entities that operate separately to report separately. Commenters did not address

\footnote{126} One commenter suggested that we use the standard under section 13 of the Securities Exchange Act of 1934 (“Exchange Act”) or look to whether the related persons “share information about investment decisions on a real time basis.” TCW Letter. We are concerned that using the standard under sections 13(d) and 13(g) of the Exchange Act would impose additional burdens on advisers as compared to the Item 7.A standard because advisers will not necessarily have considered the ordinary course of business, and we believe the alternative proposed by this commenter would make it too easy to conclude that a related person is separately operated.

\footnote{127} See supra note 117. The relevant instruction to Item 7.A of Form ADV reads as follows: “You do not need to complete Section 7.A of Schedule D for any related person if: (1) You have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.”

\footnote{128} See Instruction 7 to Form PF. The adviser must, however, treat these assets consistently for purposes of Form PF. For example, an adviser may not count these assets when determining whether the fund’s borrowing may exceed half its net asset value and then disregard these assets for purposes of the reporting thresholds. Although this instruction allows an adviser to disregard these investments in other private funds, it would not allow an adviser to disregard any liabilities of the private fund, even if incurred in connection with an investment in other private funds.

\footnote{129} See Instruction 7 to Form PF. Solely for purposes of this instruction, an adviser is also

\footnote{130} Commenters expressed concern that the proposed instruction would prove too narrow to accommodate many funds of funds, noting that these funds often hold cash or some amount of direct investments. These commenters generally sought a broader exclusion for funds of funds, suggesting alternatives that would allow these funds to hold essentially unlimited dollar amounts of direct investments while not reporting on Form PF. In light of the purpose for which information is collected on Form PF, we are not convinced that an adviser should not have to report on a fund’s direct investments simply because it primarily holds investments in other private funds. However, we are persuaded that our proposed exception for funds of funds was too narrow in that it did not allow for a \textit{de minimis} amount of cash, cash equivalents and currency hedges. These limited non-permitted to treat as a private fund any non-U.S. fund that would be a private fund if it had U.S. jurisdictional means in offering its securities. A non-U.S. fund that has never used U.S. jurisdictional means in the offering of the securities it issues would not be a private fund. See infra 134; Exemptions Adopting Release, supra note 11, at n.294 and accompanying text.


\footnote{132} See supra note 117 for the definition of “related person.”

\footnote{133} See Instruction 7 to Form PF. We have, however, added a new question 10 to Form PF, which requires the adviser to disclose the amount that each private fund has invested in other private funds. This will allow regulators to understand the extent to which these investments occur and are otherwise being disregarded on Form PF. See infra note 197.

\footnote{134} See Instruction 1 to Form PF. This portion of Instruction 1 is only necessary for those funds that fall within the definition of “private fund.” A non-U.S. fund that has never used U.S. jurisdictional means in the offering of the securities it issues would not be a private fund. See Exemptions Adopting Release, supra note 11, at n.294 and accompanying text. We have modified this instruction from the proposal to more closely follow the requirements of Regulation S; the instruction now looks to whether the offering was made “in the United States” rather than “to * * * any United States person.” See also Glossary of Terms to Form PF. “United States person” is defined for purposes of Form PF by reference to the definition in rule 203(a)–1, which tracks the definition of a “U.S. person” under Regulation S but contains a special rule for discretionary accounts maintained for the benefit of United States persons. See Exemptions Adopting Release, supra note 11, at section II.B.4.

\footnote{135} See Instruction 2 to Form PF. See supra note 117 for the definition of “related person.”
this aspect of the proposal, which we are adopting as proposed.

With respect to sub-advised funds, to prevent duplicative reporting, only one adviser should report information on Form PF with respect to that fund.\textsuperscript{136} For reporting efficiency and to prevent duplicative reporting, if the adviser that completes information in section 7.B.1 of Schedule D to Form ADV with respect to any private fund is also required to file Form PF, the same adviser is responsible for reporting on Form PF with respect to that fund.\textsuperscript{137} However, if the adviser that completes information on Schedule D to Form ADV with respect to the private fund is not required to file Form PF (such as in the case of an exempt reporting adviser), then another adviser must report on that fund on Form PF.\textsuperscript{138} If none of the advisers to a fund is required to file Form PF because they are all exempt reporting advisers or do not exceed the minimum reporting threshold, Instruction 4 to Form PF would not require any adviser to file Form PF with respect to that fund. Commenters did not address this aspect of the proposal.

7. Exempt Reporting Advisers

Only private fund advisers registered with the SEC (including those that are also registered with the CFTC as CPOs or CTAs) must file Form PF.\textsuperscript{139} As noted above, the Dodd-Frank Act created exemptions from SEC registration under the Advisers Act for advisers solely to venture capital funds and for advisers solely to private funds that in the aggregate have less than $150 million in assets under management in the United States.\textsuperscript{140} We believe that Congress’ determination to exempt these advisers from SEC registration indicates Congress’ belief that regular reporting of detailed systemic risk information may not be necessary because they are sufficiently unlikely to pose this kind of risk.\textsuperscript{141} After consultation with staff representing FSOC’s members and in light of the basic information that the SEC obtains from exempt reporting advisers on Form ADV, the SEC did not propose to extend Form PF reporting to these advisers.\textsuperscript{142} Commenters that addressed this aspect of the proposal agreed that exempt reporting advisers should not be required to file Form PF, and we have adopted this approach as proposed.\textsuperscript{143}

B. Frequency of Reporting

1. Annual and Quarterly Reporting

Most private fund advisers, including large private equity advisers and smaller private fund advisers, are required to complete and file Form PF only once per fiscal year.\textsuperscript{144} Large hedge fund advisers and large liquidity fund advisers, on the other hand, must update information relating to their hedge funds or liquidity funds, respectively, quarterly.\textsuperscript{145} Periodic reporting will permit FSOC to monitor periodically certain key information relevant to assessing systemic risk posed by these private funds on both an individual and aggregate basis. More frequent, quarterly reporting for large hedge fund and large liquidity fund advisers is necessary in order to provide FSOC with timely data to identify emerging trends in systemic risk.\textsuperscript{146}

The filing requirements we are adopting differ from the proposal in two principal respects. First, the proposal would have required large private equity advisers to report on a quarterly, rather than annual, basis. Second, under the proposal, once an adviser became subject to quarterly reporting, it would have been required to update information with respect to all of its private funds each quarter (not just for the type of private fund that caused it to exceed the large adviser threshold).\textsuperscript{147} A number of commenters responded to our proposal regarding the frequency of reporting. One agreed that quarterly reporting would be appropriate, and two others argued that advisers should report even more frequently because market conditions and portfolios can change rapidly.\textsuperscript{148} On the other hand, a number of commenters disagreed with the proposal, suggesting instead that Large Private Fund Advisers should report no more than semi-annually.\textsuperscript{149} These commenters argued that semi-annual reporting is true with respect to the information required in sections 1a and 1b of Form PF. See comment letter of Fidelity Investments (Apr. 12, 2011) ("Fidelity Letter"); see also MarketSci Inc. letter of MSCI Inc. (submitted to the CFTC) (Apr. 12, 2011) ("MSCI Letter"); comment letter of BlackRock Inc. (Apr. 12, 2011) ("BlackRock Letter"); comment letter of Fidelity Investments (Apr. 12, 2011) ("Fidelity Letter"); comment letter of MSCI Inc. (submitted to the CFTC) (Apr. 12, 2011) ("MSCI Letter"); comment letter of BlackRock Inc. (Apr. 12, 2011) ("BlackRock Letter"); comment letter of TIAA-CREF (Apr. 12, 2011) ("TIAA-CREF Letter"); comment letter of MFA (Apr. 12, 2011) ("MFA Letter"); comment letter of AFR Letter (arguing for more frequent reporting).
annual reporting would reduce the burden to advisers while also giving regulators more time to analyze the data, and several compared Form PF to the FSA Survey, which has been conducted on a voluntary, semi-annual basis. Another commenter stated that the generally illiquid portfolios of private equity funds fluctuate little in value throughout the year, in its view, making quarterly reporting unnecessary. After consultation with staff representing FSOC’s members, we continue to believe that quarterly reporting is important to provide FSOC with meaningfully current information with respect to the hedge fund and liquidity fund industries and to allow FSOC to identify rapidly emerging trends among these types of funds. Although some commenters suggested that the speed with which markets and portfolios change may warrant even more frequent reporting, we believe at this time that the additional benefit to FSOC from reporting more often than once a quarter would not justify the additional burdens imposed on advisers. On the other hand, we are also not convinced that less frequent (e.g., semi-annual) reporting would provide sufficient, or sufficiently timely, information to enable FSOC to identify and respond to rapidly emerging trends. In addition, we believe that international approaches to private fund reporting may be shifting in favor of quarterly, rather than semi-annual, reporting.

With respect to large private equity advisers, however, the SEC is persuaded that the generally illiquid nature of private equity fund portfolios means that trends emerge more slowly in that sector. As a result, the proposal has been modified so that large private equity advisers are required to report information regarding private equity funds on an annual basis only.

Fewer commenters addressed the frequency of reporting for smaller advisers. One commenter agreed that annual reporting would be appropriate for these advisers, and several others argued that smaller advisers should report more frequently, proposing at least semi-annual filings. Again, although we acknowledge the potential value of more frequent reporting from smaller private fund advisers, we are concerned about the burden this would impose. At this time, we are not convinced that more frequent reporting from smaller private fund advisers would, from a systemic risk monitoring perspective, be justified by the value of the additional data.

As noted above, the requirements we are adopting also differ from the proposal in that even those advisers who must report on a quarterly basis are only required to do so with respect to the type of fund that caused them to exceed the reporting threshold. We are adopting this approach in part because these other funds will include private equity funds, venture capital funds and real estate funds, all of which are likely to have generally illiquid portfolios and for which we believe annual reporting is appropriate, as explained above. This approach also reflects the different implications for systemic risk that may be presented by different investment strategies.

**Reporting Deadlines**

Large private equity advisers and smaller private fund advisers have 120 days from the end of their fiscal years to file Form PF. In contrast, large hedge fund advisers have 60 days from the end of each fiscal quarter, and large liquidity fund advisers have 15 days. The deadlines we are adopting for large hedge fund advisers, large private equity advisers and smaller advisers are longer than the deadlines we proposed. In particular, we have extended the deadline for large hedge fund advisers from 15 days to 60 days, the deadline for large private equity fund advisers from 15 days to 120 days and the deadline for smaller private fund advisers from 90 days to 120 days.

The proposed deadline of 15 days for large hedge fund and private equity fund advisers attracted significant opposition. Commenters offered a number of reasons to extend the deadline, including that: (1) 15 days is not enough time to prepare and submit a report with reliably accurate data, particularly where the adviser must value illiquid fund assets; (2) other SEC reporting requirements allow more time; (3) the FSA Survey has allowed the quarter (approximately 30 to 45 days in the most recent surveys) and required less detail; (4) the same personnel will be closing the books at the end of the quarter and completing Form PF, and (5) the more current the information reported, the greater the consequences should it become public. These commenters suggested alternatives that ranged from 45 to 120 days. We understand from the comments, however, that the proposed reporting deadlines would be more problematic for some types of advisers than for...
other, for instance, commenters focusing on private equity advisers generally suggested longer deadlines than commenters focusing on hedge fund advisers, and the valuation of illiquid portfolios is likely to be a more common problem for private equity advisers. 168 Also, although a number of commenters addressed hedge fund advisers and private equity advisers, none commented specifically on whether liquidity fund advisers could meet the proposed deadline.

We are persuaded that longer deadlines are appropriate for large hedge fund advisers and large private equity fund advisers and that, with respect to large private equity fund advisers in particular, the work required to value the generally illiquid portfolios of private equity funds favors a substantially longer reporting deadline than was proposed. 169 A few commenters favored a deadline for large hedge fund advisers longer than the one we are adopting, but several commenters indicated that a deadline shorter than the one we are adopting would be adequate. 170 We believe that our revised approach strikes an appropriate balance between the need to provide FSOC with timely data and the ability of these advisers to prepare and submit Form PF. We also believe it will reduce the burden of reporting for these advisers.

Fewer commenters addressed the proposed reporting deadline of 90 days for smaller advisers. One commenter supported the proposal, 171 but several argued that smaller advisers should have more than 90 days to prepare and submit their filings. 172 Several commenters noted that the Advisers Act custody rule allows advisers up to 120 days to distribute audited financial statements to investors when relying on the annual audit provision under that rule. 173 We believe that our revised deadline of 120 days will enable these advisers to benefit from the availability of financial statements and also help to avoid crowding advisers' calendars with end of year reporting obligations while at the same time providing FSOC with reasonably timely data.

3. Initial Reports

Newly registering private fund advisers are subject to the same Form PF reporting deadlines as currently registered advisers. 174 Advisers are not, however, required to file Form PF with respect to any period that ended prior to the effective date of their registrations. Accordingly, a smaller private fund adviser that registers during its 2013 fiscal year must file Form PF within 120 days following the end of its 2013 fiscal year. It would not, however, need to file Form PF for its 2012 fiscal year. Similarly, a large hedge fund adviser that registers during its third fiscal quarter must file Form PF within 60 days following the end of that quarter but need not file for the preceding fiscal quarter. 175

We have extended the deadlines for initial filings from the 15 days that we proposed. One commenter argued that the proposed deadline would be too short and suggested 90 days instead. 176 We believe the revised initial filing deadlines are more consistent with the deadlines for updating Form PF discussed above in section II.B.2 of this Release.

4. Transition Filings, Final Filings and Temporary Hardship Exemptions

An adviser must file Form PF to report that it is transitioning to only filing Form PF annually with the Commissions or to report that it no longer meets the requirements for filing Form PF no later than the last day on which the adviser’s next Form PF update would be timely. 177 This allows us to determine promptly whether an adviser’s discontinuance in reporting is due to it no longer meeting the form’s reporting thresholds or to a lack of attention to its filing obligations. Advisers may also avail themselves of a temporary hardship exemption in a similar manner as with other SEC filings if they are unable to file Form PF electronically in a timely manner due to unanticipated technical difficulties. 178 No commenters addressed the proposed transition filings, final filings or temporary hardship exemption, and we are adopting them as proposed.

C. Information Required on Form PF

The questions contained in Form PF reflect relevant requirements and considerations under the Dodd-Frank Act, consultations with staff representing FSOC’s members, and the Commissions’ experience in regulating those private fund advisers that are already registered with the Commissions. As discussed above, with respect to hedge fund advisers in particular, the information collected on Form PF is also broadly based on the guidelines initially developed in the FSA Survey and the IOSCO report on hedge fund oversight, and many of the more detailed items are similar to questions proposed to be included in ESMA’s reporting template. 179 Form PF has been designed to collect information to assist FSOC in monitoring and assessing systemic risks that private funds may pose, as discussed in section II.A above.

Commenters’ reactions to the scope of Form PF varied, with some proposing further enhancements and others arguing that the proposed reporting is excessive. Commenters arguing for expanded reporting recommended additional questions about counterparty exposures and short selling or suggested having all advisers complete the entire form. 180 In contrast, critics of the proposal argued that information required on Form PF would be unduly burdensome to provide or is available to regulators from other sources. 181 A few commenters who objected to other aspects of the proposal recommended adding several questions that were originally proposed on Form ADV. 182 Although this would expand the Form, these commenters believed that these

168 Id. 169 We note that many of the questions in section 4, which large private equity fund advisers must file, relate to information that should be available on the financial statements of their portfolio companies. By extending the deadline to 120 days for these advisers, we anticipate that the burden of reporting will be reduced because, in many cases, they will no longer be able to delay reporting until after receiving financial statements from their portfolio companies. 170 We note supra note 167. 171 See supra note 167. 172 See, e.g., BlackRock Letter (120 days); MFA Letter (120 days); PEGCC Letter (150 days for private equity fund data). 173 See, e.g., BlackRock Letter; MFA Letter; USCC Letter. See also Advisers Act rule 206(4)–2(b)(4).

174 See Advisers Act rule 204(b)(1); supra section II.B.2 of this Release.

175 Whether an adviser is a large hedge fund or large liquidity fund adviser would be determined as of the date specified in Form PF, not the date of registration. When filing an initial Form PF, a large hedge fund or large liquidity fund adviser that also manages other types of private fund may rely on the instructions in the Form allowing it to delay updating information regarding these other fund types when filing an update.

176 See Advisers Act rule 204(b)(1); supra section II.B.2 of this Release.

177 See supra note 167. 178 See, e.g., AFL–CIO Letter; AFR Letter; Merkl February Letter; MSCI Letter; comment letter of Pallas Consulting Group (Feb. 28, 2011). See also supra note 76 and accompanying text.

179 See section III.B of this Release.

180 See, e.g., AFA–CIO Letter; AFR Letter; Merkl February Letter; MSCI Letter; comment letter of Pallas Consulting Group (Feb. 28, 2011). See also supra note 76 and accompanying text.

181 See, e.g., AIMA General Letter; IAA Letter; Olympus Letter; PEGCC Letter. See infra note 309 and accompanying text.

182 See IAA Letter; MFA Letter; Seward Letter.
questions, which relate to valuation, beneficial ownership and the identity of service providers, would require competitively sensitive or proprietary information and would be more appropriately reported confidentially on Form PF.

As discussed in greater detail below, Form PF, as adopted, addresses the concerns of many commenters with changes from the proposal that we believe will significantly reduce the burden of reporting and clarify how commenters are expected to respond. At the same time, the final Form preserves much of the information that the proposal would require. Our revised approach is intended to respond to industry concerns while still providing FSOC the information it needs to monitor systemic risk across the private fund industry.

Two of the changes we are making, in particular, illustrate this revised approach. The first is the removal of the proposed certification language. This would have required an authorized individual to affirm "under penalty of perjury" that the statements made in Form PF are "true and correct." This certification was borrowed from the SEC's existing Advisers Act reporting form, Form ADV. However, a number of commenters expressed concern that such a standard would be inappropriate for Form PF because the Form requires advisers to provide estimates and exercise significant judgment in preparing responses. In consideration of the nature of the information required on Form PF, we persuaded that a certification is unnecessary and that a signature confirming that the Form is filed with proper authority is sufficient.

The second change is to increase the ability of advisers to rely on their internal methodologies when reporting on Form PF. A number of commenters encouraged this approach, recommending "that the instructions to the Form be modified to confirm that advisers be able to rely on the same internal reporting procedures and practices when reporting on the Form that they would use when reporting to advisory clients, unless directly contradicted by the instructions." This revised approach strikes an appropriate balance between easing the burden on advisers by allowing them to rely on their existing practices and ensuring that FSOC receives comparable data across the industry. This change is intended, together with the removal of the certification, to clarify that Form PF does not require the time or expense involved in, for instance, an audit of the information included on Form PF, and we anticipate that these changes will reduce the burden that many advisers incur in completing the Form.

We note, however, that even absent the certification, a willful misstatement or omission of a material fact in any report filed with the SEC under the Advisers Act is unlawful. See section 207 of the Advisers Act. We have also added an instruction to the Form that clarifies when an adviser is required to amend its filing to correct an error. In particular, Instruction 16 to Form PF explains that an adviser is not required to update information that it believes in good faith properly responded to Form PF on the date of filing even if that information is subsequently revised for purposes of the underlying, risk management or investor reporting (such as estimates that are refined after completion of a subsequent audit). The instruction also explains that large hedge funds and large liquidity fund advisers that comply with their fourth quarter filing obligations by submitting an initial filing followed by an amendment in accordance with Instruction 8 to Form PF will not be viewed as affirming responses regarding one fund solely by providing updated information regarding another fund at a later date.

The revised approach strikes an appropriate balance between easing the burden on advisers by allowing them to rely on their existing practices and ensuring that FSOC receives comparable data across the industry. This change is intended, together with the removal of the certification, to clarify that Form PF does not require the time or expense involved in, for instance, an audit of the information included on Form PF, and we anticipate that these changes will reduce the burden that many advisers incur in completing the Form.

The information that Form PF requires and the changes made from the proposal are discussed in detail below.

1. Section 1 of Form PF

Each adviser required to file Form PF must complete all or part of section 1. This section of the Form is divided into three parts: section 1a requires information regarding the adviser's identity and assets under management, section 1b requires limited information regarding the size, leverage and performance of all pools subject to the reporting requirements, and section 1c requires additional basic information regarding hedge funds. We are adopting Form PF with several changes to the information that advisers are required to report in section 1. These changes, which are discussed in detail below, are intended to respond to industry concerns while still providing FSOC the information it needs to monitor systemic risk across the private fund industry. In general, we expect that these changes will reduce the burden of responding to the Form and more closely align the Form with ESMA's proposed reporting template.

a. Section 1a of Form PF

Item A of section 1a seeks identifying information about the adviser, such as its name and the name of any of its related persons whose information is also reported on the adviser's Form PF. The adviser will also be required to provide its large trader identification number, if any. The addition of the large trader identification number will enhance the value of Form PF information by allowing it to be quickly and accurately linked to other information that may be available to the SEC while imposing little additional burden. Section 1a also requires basic aggregate information about the private funds managed by the adviser, such as the portion of gross (i.e., regulatory) and net assets under management attributable to certain types of private funds. This identifying information responses to Form PF to be consistent with that audited information.

187 See Question 1 on Form PF.

188 See Question 3 on Form PF. This question requires the adviser to report the portion of its assets under management that are attributable to hedge funds, liquidity funds, private equity funds, real estate funds, securitized asset funds, venture capital funds, other private funds, and funds and accounts other than private funds. We have modified the instructions to Question 3 to improve their consistency and to respond to a commenter's request for clarification regarding the meaning of "funds and accounts other than private funds." See MFA Letter. We have also determined not to adopt a proposed question that would have required advisers to report their aggregate gross and net.
will assist us and FSOC in monitoring the amount of assets managed by private fund advisers and the general distribution of those assets among various types of private funds. This information also provides data about the size of the adviser, the nature of the adviser’s activities and the extent to which assets are managed rather than owned, which are factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.  

b. Section 1b of Form PF  

Section 1b of Form PF elicits certain identifying and other basic information about each private fund the adviser manages. The adviser generally must complete a separate section 1b for each private fund. This section of the Form requires reporting of each private fund’s gross and net assets and the aggregate notional value of its derivative positions. It also requires basic information about the fund’s borrowings, including a breakdown showing whether the creditor is based in the United States and whether it is a financial institution. Advisers must also report the percentage of the fund’s equity held by the five largest equity holders, which provides information about the concentration of the fund’s investor base. Two new questions, which we have added in connection with other changes to the Form, also require the value of the fund’s investments in other private funds and of the parallel managed accounts managed alongside the fund.

Section 1b also requires that advisers report in response to Question 17 the performance of each fund, both on a gross basis and net of management fees and incentive fees and allocations. Advisers must provide performance information that is consistent with the performance results they report to investors (or use internally, if not reported to investors). Advisers are required, at a minimum, to report annual performance results for the fund’s most recently completed fiscal year but only need to report monthly and quarterly performance information if that information is already being calculated for the fund.

Question 17 has been modified from the proposal in response to commenter concerns regarding the burden of providing performance results in the form proposed. In particular, it omits the requirement to report the change in net asset value, advises reporters to calculate performance gross and net of management fees and incentive fees and allocations (rather than gross and net of incentive fees and allocations only) and makes reporting of monthly and quarterly performance mandatory only for those funds for which advisers are already calculating performance results with that frequency. Commenters were concerned primarily that the proposed instructions to this question would require advisers to calculate performance in a manner different from that used for investor reporting purposes or more frequently than is their current practice. A number of commenters explained that funds with illiquid portfolios, such as private equity funds, typically do not calculate performance on a monthly (and in many cases, even quarterly) basis and that calculating performance more frequently would impose a significant burden on these advisers. As discussed above, we are persuaded that trends emerge more slowly in private funds having illiquid portfolios, meaning that developments in those funds may be tracked using information reported on a less frequent basis. We believe that the revised approach, which allows advisers to rely on their existing procedures for calculating and reporting fund performance, significantly reduces the burden of responding to this question but will nonetheless yield valuable information for FSOC.

We have clarified that such amounts should not be netted. Also, in response to this commenter, we have modified the instructions to clarify that creditors should not aggregate borrowings. We have also modified this question, and other questions on the Form requiring a breakdown of creditor types, to split the non-financial institution category into U.S. and non-U.S. creditors. This change is intended to increase the usefulness of this data for the FRB’s flow of funds report, which is an important tool for evaluating trends in and risks to the U.S. financial system.

We proposed that advisers completing section 1b also report the identity of, and amount owed to, each creditor to which the fund owed an amount equal to or greater than 5 percent of the fund’s net asset value as of the reporting date. See the Proposing Release, supra note 12, for the proposed Question 10 on Form PF. This question has been moved to section 2b of the Form so that only large hedge fund advisers must provide this information. This change is intended to respond to commenter concerns that completing this question will be burdensome but also preserve information regarding interconnectedness that may be important to FSOC’s monitoring of systemic risk among large hedge funds. See, e.g., PEGCC Letter.

See Question 15 on Form PF. For purposes of this question and Question 16 on Form PF, beneficial owners are persons who would be counted as beneficial owners under section 3(c)(1) of the Investment Company Act or who would be included in determining whether the owners of the fund are qualified purchasers under section 3(c)(7) of that Act. (15 U.S.C. 80a-3(c)(1) or (7). The proposal would have required that advisers report the number of beneficial owners of the fund. However, we are not adopting this question because, as a result of our revised approach to reporting on parallel managed accounts, this information will largely duplicate information collected on Form ADV, and we do not believe that receiving updated responses on a quarterly basis from large hedge fund advisers and large liquidity fund advisers is necessary with respect to this information. See infra section II.C.5 of this Release. See also the Proposing Release, supra note 12, for the proposed Question 12(a) on Form PF; Question 13 of section 7.B.1 of Schedule D to Form ADV.

See Questions 10 and 11 on Form PF. Question 10, which asks for the value of the fund’s investments in other private funds, has been added because our expanded Instruction 7 otherwise allows these investments to be disregarded on Form ADV and it is important that FSOC have a basic measure of the extent of assets not otherwise reflected on Form ADV. We use the term ‘parallel managed accounts’ to refer to the value of parallel managed accounts. See supra notes 128 and 131 and accompanying text for a discussion of Instruction 7. Question 11 relates to the value of parallel managed accounts, has been added for similar reasons. See infra section II.C.5 of this Release for a discussion of our revised approach to reporting on parallel managed accounts.

We have also proposed that advisers reporting returns on a more frequent basis than required by the Form report performance net of incentive fees and allocations. This proposal is intended to ensure that advisers reporting returns on a more frequent basis than required by the Form report performance net of incentive fees and allocations.

We proposed to add a new question requiring non-U.S. advisers to report how they would calculate their performance measures, particularly with respect to fund-level performance. We have added a footnote to this new question explaining that such information is likely to be included in each adviser’s semi-annual AIFRM report. However, as the Footnote notes, we would not require such information to be included in the Form ADV, since it is not required to be included in the AIFRM. We have also added a new question requiring non-U.S. advisers to report how they would calculate their performance measures, particularly with respect to fund-level performance. We have added a footnote to this new question explaining that such information is likely to be included in each adviser’s semi-annual AIFRM report. However, as the Footnote notes, we would not require such information to be included in the Form ADV, since it is not required to be included in the AIFRM.

Finally, we have added a new question requiring non-U.S. advisers to report how they would calculate their performance measures, particularly with respect to fund-level performance. We have added a footnote to this new question explaining that such information is likely to be included in each adviser’s semi-annual AIFRM report. However, as the Footnote notes, we would not require such information to be included in the Form ADV, since it is not required to be included in the AIFRM.
We have also added to section 1b two questions that the SEC originally proposed as part of the expanded private fund reporting in Form ADV.\(^{203}\) The first, Question 14, requires that advisers report the assets and liabilities of each fund broken down using categories that are based on the fair value hierarchy established under U.S. generally accepted accounting principles ("GAAP").\(^{204}\) The second, Question 16, requires that advisers provide the approximate percentage of each fund beneficially owned by certain types of investors. As discussed in the Implementing Adopting Release, the SEC determined not to adopt these questions on Form ADV in response to commenter concerns that they would result in the public disclosure of competitively sensitive or proprietary information.\(^{205}\) We have added these questions to Form PF (with the modifications discussed below) because, as the SEC explained in the Implementing Adopting Release, this information may be important to FSOC’s systemic risk monitoring activities and to our investor protection mission.\(^{206}\)

Commenters responding to these questions as proposed on Form ADV argued that they would be difficult or burdensome to complete. With respect to Question 14, commenters argued that some private funds—especially non-U.S. funds—do not use generally accepted accounting principles (whether U.S. or international) or obtain audited financial statements, making the requirement to report a breakdown of fair values potentially costly.\(^{207}\) We understand, however, that the group of funds not using some form of generally accepted accounting standard is relatively small and that most private funds already utilize GAAP or other international accounting standards that require the contemplated breakdown of assets and liabilities.\(^{208}\) In addition, funds are not required to adopt GAAP for these purposes, and Question 14 does not require that the valuations within the breakdown of assets and liabilities be audited, or even determined in accordance with GAAP. For instance, an adviser could rely on questions from Form ADV to Form PF. See IIA; MFA Letter; Seward Letter.

\(^{203}\) See Questions 14 and 16 on Form PF.

\(^{204}\) Advisers must report this information annually (or on their fourth quarter updates, in the case of hedge fund and large liquidity fund advisers). This question will provide information indicating the illiquidity and complexity of a fund’s portfolio and the extent to which the fund’s value is determined using metrics other than market mechanisms. In a recent rulemaking release, SEC identified this fair value categorization as the type of information that may be important for assessing liquidity risk and market risk.\(^{209}\) Thus, one factor in determining whether a nonbank financial company may pose systemic risk. See FSOC Second Notice, supra note 6. See also Rules Implementing Amendment Advisers Act of 1940, Investment Advisers Act Release No. 3110 (Nov. 19, 2010), 75 FR 77502 (Dec. 10, 2010) ("Implementing Proposal Release") for the proposed version of Form ADV, Part 1A, section 7.B.1.A. of Schedule D, question 12. See also FASB ASC 820-10-50-2h.

We have modified this question from the proposal to expressly include definitions for Levels 2, 1, and 3 of the hierarchy. This change is intended to minimize ambiguity for advisers that do not utilize GAAP or another international accounting standard. The contemplated breakdown of assets and liabilities. Advisers that already prepare this breakdown for financial reporting purposes should respond to this question using the fair value hierarchy established under the applicable accounting standard.

\(^{205}\) See the Implementing Proposing Release for the proposed version of Form ADV, Part 1A, section 7.B.1.A. of Schedule D, question 17.

\(^{206}\) See Implementing Adopting Release, supra note 11, at nn. 246–247. Information filed on Form ADV is made available to the public through the Investment Adviser Public Disclosure (IAPD) Web site. In contrast, information filed on Form PF will generally remain confidential. See infra section II.D of this Release.

\(^{207}\) Id. Several commenters responding to the Proposing Release also encouraged us to move these

accompanying n. 115 for a discussion of potential uses for this data.


Some of these commenters further contended that investors would bear any new audit costs or that advisers would not necessarily have audited numbers within 90 days after fiscal year end, when Form ADV is due. See, e.g., ABA Committees Implementing Proposal Letter; AIMA Implementing Proposal Letter; IAA General Implementing Proposal Letter.

\(^{209}\) See, e.g., Implementing Proposing Release, supra note 204, at n. 56. Indeed, even in the context of this rulemaking, the Managed Funds Association suggested that we use a GAAP standard to measure advisers’ assets, asserting that “GAAP information is regularly reported across the industry and is a data point the SEC tracks in the ordinary course * * * " MFA Letter. Others may use international accounting standards requiring substantially similar information. In the Implementing Proposing Release, the SEC estimated that only about 3% of registered advisers have at least one private fund client that may not be audited. See Implementing Adopting Release, supra note 11, at nn. 634–636 and accompanying text.

\(^{210}\) The fair value process need not be the result of a particular mandated procedure and the procedure need not involve the use of a third-party pricing service, appraiser or similar outside expert. The fund’s governing documents may provide, for example, that the fund’s general partner determines the fair value of the fund’s assets. We would, however, expect that an adviser that calculates fair value in accordance with GAAP or another basis of accounting for financial reporting purposes will also use that same basis for purposes of determining the fair value of its assets and liabilities for this purpose.

This question has been modified from the proposal to include a column titled “cost-based” for those assets and liabilities valued on the fund’s financial statements using a measurement attribute other than fair value. This change recognizes that even among advisers that already prepare a similar fair value breakdown for financial reporting purposes in accordance with GAAP, some assets and liabilities are not accounted for at fair value and, therefore, would not be included in the fair value hierarchy disclosures.

In other words, although an adviser will need to provide the fund’s aggregate assets and liabilities categorized as Level 1, 2 or 3, it will not need to indicate the types of assets and liabilities in each of those categories.

\(^{211}\) In addition, for advisers that already prepare this breakdown for financial reporting purposes, this revised approach will reduce the amount of information that needs to be re-entered on Form PF.

\(^{212}\) See supra note 204 for a discussion of potential uses for this data.

\(^{213}\) Comment letter of Debevoise & Plimpton, LLP (Jan. 24, 2011) (commenting on the Implementing Proposing Release, supra note 204) ("Debevoise Implementing Proposal Letter"); IAA General Implementing Proposal Letter; comment letter of Shearman & Sterling, LLP (Jan. 24, 2011) (commenting on the Implementing Proposing Release, supra note 204) ("Shearman Proposing Proposal Letter"). These commenters argued that advisers may have difficulty obtaining the required information for certain types of funds, particularly

Continued
for instance, that many advisers either do not have this information or keep this information on a basis different from that set out in the Form.\textsuperscript{215} We believe, however, that many advisers to private funds are already collecting some of this beneficial ownership data as part of their processes for analyzing compliance with exemptions under the Investment Company Act and the Securities Act of 1933.\textsuperscript{216} To the extent this information is not currently collected, we do not anticipate that adding this to the information advisers already routinely collect from fund investors will impose a significant burden. We acknowledge, however, that advisers managing funds with securities outstanding prior to the adoption of Form PF would have to take additional steps in order to obtain this information because the investor diligence process will already have been completed. As a result, with respect to beneficial interests outstanding prior to March 31, 2012, that have not been transferred on or after that date, advisers may respond to Question 16 using good faith estimates based on data available to them without making additional inquiries of investors.

Question 16 has also been modified by adding a row for non-U.S. investors about which the adviser does not have and cannot reasonably obtain beneficial ownership information.\textsuperscript{217} This change acknowledges that obtaining beneficial ownership information about certain non-U.S. investors may be difficult for some advisers and ameliorates that burden by allowing advisers to report only the size of the ownership interest about which data is not available. We have also modified from the proposal some of the other categories in this question based on our consultations with staff representing FSOC’s members. In particular, we have split out categories regarding individuals and pension plans to obtain a slightly more granular breakdown and added a category for sovereign wealth funds and foreign official institutions. We intend these changes to increase the usefulness of this data for the FRB’s flow of funds report, a tool that is used for evaluating trends in and risks to the U.S. financial system.\textsuperscript{218}

The information that section 1b requires is designed to allow FSOC to monitor certain systemic trends for the broader private fund industry, such as how certain kinds of private funds perform and exhibit correlated performance behavior under different economic and market conditions and whether certain funds are taking significant risks that may have systemic implications. It is also intended to allow FSOC to monitor borrowing practices across the private fund industry, which may have interconnected impacts on banks and thus the broader financial system. Question 14, which requires that advisers report the assets and liabilities of each fund broken down using categories that are based on the fair value hierarchy established under GAAP, will provide information indicating the illiquidity and complexity of a fund’s portfolio and the extent to which the fund’s value is determined using metrics other than market mechanisms. In a recent rulemaking release, FSOC identified this fair value categorization as the type of information that may be important for assessing liquidity risk and maturity mismatch, one factor in determining whether a nonbank financial company may pose systemic risk.\textsuperscript{219} Finally, as noted above, certain of the information that section 1b requires is designed for use in the FRB’s flow of funds report, a tool that is used for evaluating trends in and risks to the U.S. financial system.\textsuperscript{220}

c. Section 1c of Form PF

Section 1c is the final part of section 1 and requires advisers to report information regarding the hedge funds they manage, if any. This information includes each fund’s investment strategies\textsuperscript{221} and the percentage of the fund’s assets managed using high-frequency trading strategies.\textsuperscript{222} Advisers must also report each hedge fund’s significant counterparty exposures (including identity of counterparties).\textsuperscript{223} In response to comments, we have modified the questions regarding counterparty exposures to clarify instructions and to reduce the reporting burden by more closely aligning the requirements with information already determined in connection with many contractual trading arrangements.\textsuperscript{224}

Finally, section 1c requires information regarding each hedge fund’s trading and clearing practices in Question 24 and activities conducted outside the securities and derivatives markets in Question 25. Some commenters supported the reporting required in Question 24.\textsuperscript{225} However, one commenter expressed concern that the question as proposed would require burdensome manual aggregation.\textsuperscript{226} In response, we have simplified this question by requiring a less detailed breakdown, removing the sub-classes of securities and derivatives included in the proposal. We expect that, by requiring less refinement in the categories of investments, these changes will reduce the burden of responding to this question. The revisions also align this question with the similar questions in the FSA Survey and ESMA’s proposed reporting template.\textsuperscript{227}

The information required in section 1c is designed to enable FSOC to monitor systemic risk that could be transmitted through counterparty exposure, track how different strategies are affected by and correlated with different market stresses, and follow the

\textsuperscript{216} See infra note 475. See also Flow of Funds Accounts of the United States, available at http://www.federalreserve.gov/releases/z1/.
\textsuperscript{217} See supra note 204.
\textsuperscript{218} See supra note 218 and accompanying text.
\textsuperscript{219} See Questions 19 and 20 on Form PF. One commenter, although advising caution in using strategy data to derive trends, asserted that the reporting could provide valuable information about emerging systemic risk. See MSCI Letter (“a buildup of assets in one or a set of related strategies could cause the FSOC to question the market’s capacity to support such a strategy * * * and create “conditions where crowded trades could be unwound quickly, with a systemic impact.””). Another commenter suggested that we revise the question to allow reporting as of the end of the reporting period rather than over the course of the period and to permit advisers to report based on initial net asset value rather than net asset value. See MFA Letter. We have revised the instructions to permit both these options. We have, however, also retained the requirement to report based on percentage of net asset value because we believe this will provide valuable information regarding leverage.
\textsuperscript{220} See supra note 33.
extent of private fund activities conducted away from regulated exchanges and clearing systems. This information could be important to understanding interconnectedness, which relates to the factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.\textsuperscript{226}

Several commenters agreed that some or all of the information required in section 1c would be valuable.\textsuperscript{227} For instance, one commenter, referring to the counterparty information, argued that “[f]rom a systemic risk perspective, this is the most relevant information on the form, as it goes to the heart of the issue of connectivity.”\textsuperscript{230} Some of these questions, including those about significant trading counterparty exposures and trading and clearing practices, are based on the FSA Survey, and some of the changes from the proposal discussed above more closely align this section with the FSA Survey and ESMA’s proposed reporting template, which will promote international consistency in hedge fund reporting.\textsuperscript{231}

2. Section 2 of Form PF

A private fund adviser must complete section 2 of Form PF if it had at least $1.5 billion in hedge fund assets under management as of the end of any month in the prior fiscal quarter.\textsuperscript{232} This section of the Form requires additional information regarding the hedge funds these advisers manage, which we have tailored to focus on relevant areas of financial activity that have the potential to raise systemic concerns. This information corresponds to areas of potential concern that were identified in the Proposing Release and is designed to assist FSOC in monitoring and assessing the extent to which stresses at hedge funds could have systemic implications.

We are adopting Form PF with several changes to the information that advisers are required to report in section 2. These changes, which are discussed in detail below, are intended to respond to industry concerns while still providing FSOC the information it needs to monitor systemic risk across the hedge fund industry. In general, we expect that these changes will reduce the burden of responding to the Form and more closely align the Form with ESMA’s proposed reporting template.

a. Section 2a of Form PF

Section 2a requires certain aggregate information about the hedge funds the adviser manages. For example, Question 26 requires the adviser to report the value of assets invested (on a short and long basis) in different types of securities and commodities (e.g., different types of equities, fixed income securities, derivatives, and structured products). One commenter acknowledged the importance of collecting this information, agreeing that it “could feed a variety of possible systemic risk indices.”\textsuperscript{233} Some commenters, however, expressed concern regarding the amount of detail required in this question,\textsuperscript{234} and the commenter who generally supported this question nonetheless thought the asset classes placed too much emphasis on asset backed securities when compared with other asset classes.\textsuperscript{235} In response, the amount of detail regarding asset backed securities has been reduced so that the adviser need only provide a breakdown of mortgage backed securities, asset backed commercial paper, collateralized debt and loan obligations, other asset backed securities and other structured products.\textsuperscript{236} We continue to believe, however, that the remaining detail in this question is justified by the potential value of this information to FSOC’s systemic risk monitoring activities.\textsuperscript{237} One commenter suggested that, instead of

\textsuperscript{226} See section 113(a) of the Dodd-Frank Act; FSO Second Notice, supra note 6.\textsuperscript{227} See AFL-CIO Letter; AFR Letter; MSCI Letter.\textsuperscript{228} See MSCI Letter; infra note 274.\textsuperscript{230} For example, ESMA’s proposed reporting template would ask for identification of the hedge fund’s top five counterparties in terms of net credit exposure. It would also ask for estimates of the percentage of the fund’s securities or derivatives traded on a regulated exchange versus over the counter and the percentage of the fund’s derivatives and repos cleared by a central clearing counterparty versus bilaterally. In addition, the template would require advisers to identify a predominant trading strategy using categories similar to those on Form PF. See ESMA Proposal, supra note 33.\textsuperscript{231} See Instruction 3 to Form PF; supra section II.A.4 of this Release.

\textsuperscript{232} See MSCI Letter.\textsuperscript{233} See, e.g., ABA Committees Letter; MFA Letter.\textsuperscript{234}See MSCI Letter.\textsuperscript{235} This question has also been modified to separate foreign exchange derivatives used for investment from those used for hedging in response to a comment arguing that the proposed category should exclude foreign currency hedges. See MFA Letter. We have also added a category for physical real estate, which was not included in the FSA Survey but has been added in ESMA’s proposed reporting template, in order to increase international consistency. See ESMA Proposal, supra note 33; see also supra note 31. In addition, following comments from a staff representing FSOC’s members, we have separated investments in money market funds from other types of cash management funds and deposits from other types of cash equivalents. These changes are intended to provide additional detail regarding how cash equivalents are held because, at times of economic stress, these forms of holdings may have different implications for systemic risk.\textsuperscript{237} See Proposing Release, supra note 12, at text accompanying n. 120 for a discussion of potential uses for this data.

\textsuperscript{238} See MSCI Letter (arguing that duration information may not be valuable for making comparisons across the industry because there are many ways in which it may be calculated).
number. We found these comments persuasive and have revised the question to request turnover in targeted asset classes.

Question 27 has also been revised to request turnover data expressed as the value of transactions during the period rather than as a rate. This change has been made in order to make the data easier to compare to broader market data and to improve the comparability of the data with data that is or would be collected on the FSA survey and ESMA’s proposed reporting template. In addition, we believe that the revised approach will be less burdensome for advisers than calculating the proposed portfolio turnover rate because advisers would have been required to determine the value of purchases and sales during the period as an intermediate step in calculating the portfolio turnover rate.

Finally, in response to Question 28, the adviser must report a geographical breakdown of investments held by the hedge funds it advises. This question has been modified from the proposal to require a less detailed breakdown (focusing on regions rather than countries) with additional, separate disclosure regarding investment in particular countries of interest. These changes are intended to respond to comments we received suggesting that advisers do not track this information in a manner consistent with our proposed, more granular geographical breakdown.

We anticipate that the revised approach will reduce the burden of responding to this question because the less granular categories should allow more advisers to rely on their existing classifications. The information required in section 2a is designed to assist FSOC in monitoring asset classes in which hedge funds may be significant investors and trends in hedge funds’ exposures. In particular, it is intended to allow FSOC to identify concentrations in particular asset classes (or in particular geographic regions) that are building or translatory contents for risk. It will also aid FSOC in examining large hedge fund advisers’ role as a source of liquidity in different asset classes. In some cases, section 2a requires that the information be broken down into categories that are designed to facilitate use in the FRB’s flow of funds report, a tool that is used for evaluating trends in and risks to the U.S. financial system. This information also is designed to address requirements under section 204(b)(3) of the Advisers Act specifying certain mandatory requirements for records and reports that must be maintained and filed by advisers to private funds. For example, it will provide information about the types of assets held and trading practices.

One commenter expressed concern that advisers do not collect or calculate the exposure or turnover information that section 2a requires on a monthly basis or track geographical concentrations. As discussed above, we are adopting section 2a with several changes that are designed to address commenters’ concerns and reduce the reporting burden, though we continue to believe that monthly exposure and turnover values will be important to allow FSOC to track trends in the industry and to discourage “window dressing.” We acknowledge that advisers may incur additional burdens in responding to these questions, and we have taken this into account in considering the costs and benefits of this rulemaking. The revised approach to the information required in section 2a strikes an appropriate balance between the burden imposed and need for the information.

b. Section 2b of Form PF

Consistent with our proposal, section 2b of Form PF requires a large hedge fund adviser to report certain additional information about any hedge fund it advises that has a net asset value of at least $500 million as of the end of any month in the prior fiscal quarter (a “qualifying hedge fund”). Two commentators disagreed with limiting reporting on section 2b to hedge funds with net assets of $500 million or more, arguing that information regarding smaller funds is important to monitoring certain group behaviors relevant to systemic risk and that smaller funds are equally likely to engage in improper activities, such as insider trading. Two other commenters argued for a higher threshold, suggesting that no fund of this size could be systemically important. We are adopting the threshold of $500 million for section 2b because we believe that funds meeting this size threshold are likely to play a significant role in the markets and are relevant to systemic risk. However, we continue to consider the option of a higher threshold for future consideration.

246 See infra notes 285–292 and accompanying text. See also Proposing Release, supra note 12, at text accompanying n. 120 for a discussion of potential uses for this data.

247 See infra sections IV.B and V of this Release (discussing increases in our burden and cost estimates in response to comments received).

248 See Instruction 3 to Form PF. An adviser is not required to complete section 2c with respect to a fund of hedge funds that satisfies the requirements described in Instruction 7 to Form PF. For purposes of determining whether a fund is a qualifying hedge fund, the adviser must aggregate any parallel funds and funds that are part of the same master-feeder arrangement and, to the extent discussed above in section II.A.5 of this Release, any parallel managed accounts and relevant funds of related persons. See Instructions 5 and 6 to Form PF and the definition of “qualifying hedge fund” in the Glossary of Terms to Form PF. See also infra section II.C.5 of this Release for a discussion of parallel funds, master-feeder arrangements and aggregation for reporting purposes. This aggregation is intended to prevent an adviser from structuring its activities to avoid the reporting requirements.


250 See Fidelity Letter (arguing that the FSA threshold of $500 million, upon which the qualifying hedge fund threshold used in the Form PF is based, should be scaled to $2.4 trillion based on the relative size of equity markets in the United States and the United Kingdom); SIFMA Letter. As discussed above, these commenters appear to be based on the mistaken premise that the thresholds are intended to establish a cutoff separating the risky from the safe. To the contrary, the reporting thresholds are intended only to ensure that FSOC has sufficient context for its analysis while minimizing the burden imposed on advisers. We understand based on our staffs’ consultation with staff representing FSO’s members that, in order to
threshold as proposed because we believe it balances the needs of FSOC for information regarding relatively large hedge funds and the burdens of the more detailed reporting that section 2b requires.\textsuperscript{256}

Also consistent with our proposal, Question 30 in section 2b requires reporting of the same information as that requested in section 2a regarding exposure to different types of assets except, in this case, the information is reported for each qualifying hedge fund, rather than on an aggregate basis. This question has been modified from the proposal in the same manner as Question 26.\textsuperscript{257}

Section 2b also requires, on a per fund basis, data not requested in section 2a. For instance, the adviser must report information regarding the qualifying hedge fund’s portfolio liquidity,\textsuperscript{258} holdings of unencumbered cash\textsuperscript{259} and concentration of positions.\textsuperscript{260} These questions have been modified from the proposal to allow advisers to rely more on their own methodologies in responding, consistent with our changes to Instruction 15 to the Form, and to align the Form more closely with ESMA’s proposed reporting template. A new Question 31 has been added, which requires the adviser to identify the reporting fund’s base currency because this information is necessary to interpret responses to questions regarding foreign exchange exposures and the effect of changes in currency rates on the reporting fund’s portfolio.\textsuperscript{261}

In Questions 36 through 38, the adviser must also provide information regarding the fund’s collateral practices with counterparties.\textsuperscript{262} These questions have been significantly modified from the proposal in order to reduce the amount of detail required, including by removing the breakdown of collateral into initial and variation margin. These changes were made because a commenter persuaded us that “[w]hile some of this information is potentially illuminating in the context of systemic risk * * * this section [as proposed] is more burdensome than it need be for its purpose.”\textsuperscript{263} We have also modified these questions by requiring information regarding rehypothecation only with respect to the fund’s aggregate collateral (rather than on a counterparty-by-counterparty basis). Commenters persuaded us that, because collateral is often fungible, this question would have been difficult to answer as proposed and that the additional detail is unnecessary.\textsuperscript{264} We anticipate that these changes will reduce the burden of responding to these questions.

Question 39 in section 2b also requires the adviser to report whether the hedge fund cleared any trades directly through a central clearing counterparty (“CCP”) during the reporting period. The proposal would have required the adviser to identify the three CCPs to which the fund has the greatest net counterparty credit exposure and provide the amount of that exposure. The information this question requires has been significantly reduced because commenters argued persuasively that the fund’s relationship is typically with a swap dealer, futures commission merchant or direct clearing member who then interacts with the CCP rather than directly with a CCP and that, as a result, advisers “may not have easy access to the data requested by this question.”\textsuperscript{265} If responses to the revised question indicate that many reporting funds clear transactions directly through CCPs, the Commissions may consider in the future whether a question like the one proposed should be added to the Form. The change to Question 39 will reduce the burden of responding to the Form.

The information that Questions 30 through 35 require is designed to assist FSOC in monitoring the composition of hedge fund exposures over time as well as the liquidity of those exposures. In addition, information reported in response to Questions 36 through 38 is intended to aid FSOC in its monitoring of credit counterparties’ unsecured exposure to hedge funds as well as the hedge fund’s exposure and ability to respond to market stresses. Finally, Question 39 is intended to assist FSOC in monitoring whether hedge funds and CCPs become increasingly interconnected over time. This information could be important to understanding, for instance, concentrations in the hedge fund industry and interconnectedness, which relate to the factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.\textsuperscript{266}

Section 2b also requires for each qualifying hedge fund data regarding certain hedge fund risk metrics. For instance, Question 40 directs the adviser to report value at risk (“VaR”) for each month of the reporting period. The Commissions may consider in the future whether a question like the one proposed should be added to the Form. The change to Question 40 will reduce the burden of responding to these questions. These questions have been modified from the proposal to allow advisers to rely more on their own methodologies in responding, consistent with our changes to Instruction 15 to the Form, and to align the Form more closely with ESMA’s proposed reporting template. A new Question 31 has been added, which requires the adviser to identify the reporting fund’s base currency because this information is necessary to interpret responses to questions regarding foreign exchange exposures and the effect of changes in currency rates on the reporting fund’s portfolio.\textsuperscript{267} In Questions 36 through 38, the adviser must also provide information regarding the fund’s collateral practices with counterparties.\textsuperscript{268} These changes were made because a commenter persuaded us that “[w]hile some of this information is potentially illuminating in the context of systemic risk * * * this section [as proposed] is more burdensome than it need be for its purpose.”\textsuperscript{269} We have also modified these questions by requiring information regarding rehypothecation only with respect to the fund’s aggregate collateral (rather than on a counterparty-by-counterparty basis). Commenters persuaded us that, because collateral is often fungible, this question would have been difficult to answer as proposed and that the additional detail is unnecessary.\textsuperscript{270} We anticipate that these changes will reduce the burden of responding to these questions.

Question 39 in section 2b also requires the adviser to report whether the hedge fund cleared any trades directly through a central clearing counterparty (“CCP”) during the reporting period. The proposal would have required the adviser to identify the three CCPs to which the fund has the greatest net counterparty credit exposure and provide the amount of that exposure. The information this question requires has been significantly reduced because commenters argued persuasively that the fund’s relationship is typically with a swap dealer, futures commission merchant or direct clearing member who then interacts with the CCP rather than directly with a CCP and that, as a result, advisers “may not have easy access to the data requested by this question.”\textsuperscript{271} If responses to the revised question indicate that many reporting funds clear transactions directly through CCPs, the Commissions may consider in the future whether a question like the one proposed should be added to the Form. The change to Question 39 will reduce the burden of responding to the Form.

The information that Questions 30 through 35 require is designed to assist FSOC in monitoring the composition of hedge fund exposures over time as well as the liquidity of those exposures. In addition, information reported in response to Questions 36 through 38 is intended to aid FSOC in its monitoring of credit counterparties’ unsecured exposure to hedge funds as well as the hedge fund’s exposure and ability to respond to market stresses. Finally, Question 39 is intended to assist FSOC in monitoring whether hedge funds and CCPs become increasingly interconnected over time. This information could be important to understanding, for instance, concentrations in the hedge fund industry and interconnectedness, which relate to the factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.\textsuperscript{272}

Section 2b also requires for each qualifying hedge fund data regarding certain hedge fund risk metrics. For instance, Question 40 requires the adviser to report value at risk (“VaR”) for each month of the reporting period if, during the reporting period, the adviser regularly calculated a VaR metric for the qualifying hedge fund. One commenter confirmed that, “[f]or all but the most illiquid strategies, hedge fund managers utilize these statistical measures [VaR and similar measures] for internal management and
for investor reporting.” 267 We are adopting this question substantially as proposed but with several clarifying changes.268

In Question 41, the adviser must also indicate whether there are risk metrics other than, or in addition to, VaR that it considers important to managing the fund’s risks. Several commenters, noting that some advisers do not use VaR, expressed concern that a negative response regarding the use of VaR would create a presumption that the adviser is not prudently managing risk.269 This new question will give advisers an opportunity to indicate that they are using risk metrics other than VaR, and it will also provide valuable information regarding industry practice that may inform FSOC’s understanding of risk management and future rulemakings.

In addition, Question 42 requires the adviser to report the impact on the fund’s portfolio from specified changes to certain identified market factors, if regular testing is conducted in formal testing in the fund’s risk management, broken down by the long and short components of the qualifying hedge fund’s portfolio. We are adopting this question with several changes from the proposal.270 Most of the changes clarify the instructions, but the question has also been modified so that an adviser may omit a response to any market factor that it did not regularly consider in formal testing even if the factor could have an impact on the fund’s portfolio or the adviser considered it qualitatively.271 Under the proposal, an adviser would have been permitted to omit a response with respect to a market factor only if it did not regularly consider that factor in the reporting fund’s risk management, whether in formal testing or otherwise. This change has been made in response to commenter concerns regarding the potential burden of responding to this question.272 We believe it will reduce that burden in the aggregate because fewer advisers will need to provide detailed responses and for individual advisers because those without existing quantitative models will not be required to build or acquire them in order to respond to this question.

Some commenters would have preferred removal of Question 42 entirely, arguing that it would not yield information valuable to systemic risk monitoring because the variability in responses would hinder the ability of regulators to make comparisons across funds.273 However, although variability in the assumptions used to complete the question may limit certain types of industry-wide comparisons, the variability itself, when taken together with other information collected on the Form, may provide important comparative information. Based on our staffs’ consultations with staff representing FSOC’s members, we believe this question will also provide valuable risk information with respect to individual funds.274 Item D of section 2b also requires reporting of certain financing information for each qualifying hedge fund in Question 43. This question includes a monthly breakdown of the fund’s secured and unsecured borrowing, the value of the collateral and other credit support posted in respect of the secured borrowing and the types of creditors. Question 43 has been modified from the proposal to clarify instructions and remove some of the detail regarding collateral postings (including information regarding rehypothecation of collateral, which is now covered on an aggregate basis elsewhere in section 2b).275 We anticipate that these changes will reduce the burden of responding to this question. One commenter argued that advisers would have difficulty responding to the parts of Question 43 relating to the fund’s borrowings via prime brokerage because they lack transparency into the prime brokerage relationship.276 This comment suggests, however, that prime brokers do not currently report this information to advisers, not that advisers are unable to obtain this information on request. It should be noted that advisers have successfully completed the FSA Survey, which includes a similar breakdown of borrowings (though not the collateral information), and that the revisions we have made to this question simplify the collateral reporting requirements.

An adviser must also report in Questions 44 and 45 the fund’s total notional derivatives exposures as well as the net mark-to-market value of its uncleared derivatives positions and the value of the collateral and other credit support posted in respect of those uncleared positions. Under the proposal, advisers would have reported only the notional value of the fund’s derivatives positions and the value of collateral posted in respect of those positions. One commenter pointed out, however, that the “absolute value of notional values cannot meaningfully be compared to variation margin amounts” because margin is posted based on net

267 See MSCI Letter. This commenter, however, cautioned that variability in the calculation of VaR will make meaningful aggregation of this information difficult and suggested removing the question. As proposed, in order to minimize the reporting burden associated with this question, we are not requiring that all advisers calculate VaR using a standardized set of assumptions. Although this approach may, as the commenter suggested, reduce the ability of regulators to make comparisons across hedge funds using this data, we believe that it will also provide valuable risk information with respect to individual funds.

268 For instance, we have specified the units for reporting the confidence interval and weighting factor, combined the “none” and “equal” weighting options and clarified that the monthly reporting should be at the end of each month and not for the span of the month.

269 See IAA Letter; MFA Letter.

270 These include changes intended to clarify (1) How the fund’s portfolio should be separated into long and short components, (2) the period over which the changes should be deemed to occur and (3) how to address factors that would otherwise become negative when a given change is applied. We have also modified the magnitude of some of the market factor changes that advisers must test in order to reflect recent data on the frequency with which such changes may occur.

271 For this purpose, “formal testing” means that the adviser has models or other systems capable of simulating the effect of a market factor on the fund’s portfolio, not that the specific assumptions outlined in the question were used in testing. If the factor is relevant but not tested, the adviser would need to check a box to that effect but would not report a numerical response.

272 See, e.g., TCW Letter. This commenter wrote that “[a]n analyst at the firm estimated that it would take one to two days for a firm’s systems to compute and verify the data for one fund’s response to [this question].” Based on a discussion with this commenter, our staff understands that this estimate assumes that the adviser has systems that are very complex to model (such as non-agency mortgage backed securities) and that the modeling is intended to achieve a high level of confidence. Our staff further understands that for many other asset classes, this modeling would require minutes or hours rather than days and that, even for complex securities, advisers are able to obtain approximations about which they are reasonably confident in significantly less time. As a result, we believe that this commenter’s estimate represents an effort significantly beyond the likely average burden this question requires. We also understand that the majority of the estimated one to two days represents time spent allowing the adviser’s systems to calculate the responses and not employee hours. We note, finally, that we have significantly extended the filing deadline for large hedge fund advisers, reducing the likelihood that this task will take up a significant amount of the firm’s computing resources and, consequently, the potential systems costs associated with this question. See supra section II.B.2 of this Release. Nonetheless, in taking this amendment into account in considering the costs and benefits of this rulemaking. See infra sections IV.B and V of this Release (discussing increases in our burden and cost estimates in response to comments received).

273 See IAA Letter; TCW Letter.

274 See Proposing Release, supra note 12, at text accompanying n. 127 (discussing potential uses for this data). One commenter suggested removing this question in favor of expanding the questions regarding counterparty exposures so that an adviser would complete those questions using multiple stress scenarios to probe for contingent exposures. See MSCI Letter; see also supra note 230. We believe at this time that the question we are adopting strikes a more appropriate balance between the value of the information collected and the burden of reporting.

275 See supra note 264 and accompanying text.

276 See MFA Letter.
market values rather than notional amounts.\textsuperscript{277} At this commenter’s suggestion, this question has been revised to request both notional value and net market value. We have, however, narrowed the scope of transactions about which collateral information is requested. Specifically, an adviser is required to report market values and collateral values only for transactions that are not cleared by a CCP. We have taken this approach because we believe margining practices associated with cleared derivatives make obtaining information regarding collateral practices in connection with those transactions unnecessary. For the same reasons discussed above in connection with changes made to Questions 36 and 37, this question has been revised to reduce the amount of detail required regarding the posting of collateral.\textsuperscript{278} We anticipate that these changes will, on net, reduce the burden of responding to Questions 44 and 45 and, by allowing comparisons of collateral practices to net exposures, provide more valuable information for FSOC.

In response to Questions 46 and 47, the adviser must provide a breakdown of the term of the fund’s available financing and the identity of, and amount owed to, each creditor to which the fund owed an amount equal to or greater than 5 percent of the fund’s net asset value as of the reporting date.\textsuperscript{279} One commenter argued that the breakdown of available financing should not include uncommitted lines of credit because the lender may not provide them on request.\textsuperscript{280} However, the extent to which financing may become rapidly unavailable is precisely the information this question is designed to elicit. We are adopting Questions 46 and 47 substantially in the form proposed.\textsuperscript{281}

The information that Item D of section 2b requires is designed to assist FSOC in monitoring, among other things, the qualifying hedge fund’s leverage, the unsecured exposure of credit counterparties to the fund, and the committed term of that leverage, which may be important to monitor if the fund comes under stress. This information is also relevant to the fund’s interconnectedness and leverage, which relate to factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.\textsuperscript{282}

Item E of section 2b requires the adviser to report information about each qualifying hedge fund’s investor composition and liquidity. Questions 48 and 49, for example, require information regarding the fund’s side-pocket and gating arrangements. These questions have been modified to increase their clarity and to require numerical responses regarding gating arrangements only if investors have withdrawal or redemption rights in the ordinary course, potentially reducing the number of advisers that need to respond to all elements of Question 49. Question 48 has also been expanded so that the adviser must check a box indicating whether additional assets have been placed in a side-pocket since the end of the prior reporting period. Without this additional information, FSOC would not be able to distinguish between advisers frequently using side-pockets and those who have simply had a side-pocket in place for an extended period. We believe, therefore, that this additional information will be important to interpreting the information proposed to be collected. We do not anticipate that this addition will significantly increase the burden of responding to this question because we believe that advisers already track assets held in side-pockets and the response only requires checking a box.

Finally, the adviser must provide, in Question 50, a breakdown of the percentage of the fund’s net asset value that is locked in for different periods of time. This question has been modified from the proposal to clarify instructions and to improve international consistency by conforming the liquidity periods to those included in ESMA’s proposed reporting template.\textsuperscript{283} The information that Item E of section 2b requires is designed to allow FSOC to monitor the hedge fund’s susceptibility to failure through investor redemptions in the event the fund experiences stress due to market or other factors. For instance, this information, together with information collected in Questions 32 and 46 and elsewhere on the Form, is intended to assist FSOC in determining whether the fund may have a mismatch in the maturity or liquidity of its assets and liabilities, which relate to factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.\textsuperscript{284}

Certain data in the Form, while filed with the Commissions on an annual or quarterly basis, must be reported on a monthly basis to provide sufficiently granular data to allow FSOC to better identify trends and to mitigate “window dressing.”\textsuperscript{285} Nearly all of these requirements appear in section 2 of the Form, which only large hedge fund advisers complete. Although no commenters expressly supported the monthly data requirements within the Form, some commenters recommended that large advisers be required to file more often than quarterly, which could impose a greater burden than monthly reporting on a quarterly filing.\textsuperscript{286} Several commenters, however, suggested that advisers should only report data as of the end of the quarterly reporting period.\textsuperscript{287} One commenter, while conceding that some funds already report certain data to investors on a monthly basis, asserted that such monthly reporting involves significantly less data and is based on internal valuation estimates only.\textsuperscript{288} Other commenters doubted that advisers would engage in “window dressing” and argued that the increased costs to advisers would outweigh the benefits.\textsuperscript{289}

Based on our staffs’ consultations with staff representing FSOC’s members, we agree with commenters who argued that rapidly changing markets and portfolios merit collecting certain information more often than on a quarterly basis, and we are not persuaded that the large hedge fund and large liquidity fund advisers required to respond to these questions will be overwhelmed by this reporting. Also, as discussed above, we have made several changes that increase the ability of advisers to rely on their own internal methodologies in responding to the Form, which is expected to ease the burden of reporting monthly information by clarifying that advisers need not incur substantial additional

\textsuperscript{277} See MFA Letter.

\textsuperscript{278} See supra notes 262–264 and accompanying text.

\textsuperscript{279} To improve international consistency, we have conformed the liquidity periods in Question 46 to those included in ESMA’s proposed reporting template. See ESMA Proposal, supra note 33. As explained above, we have moved Question 47 from section 1b to section 2b. See supra note 195.

\textsuperscript{280} See MFA Letter.

\textsuperscript{281} But see, supra note 279. We have also added an instruction to Question 47 clarifying that the precise legal name of the creditor is not required.

\textsuperscript{282} See section 113(a) of the Dodd-Frank Act; FSOC Second Notice, supra note 6.

\textsuperscript{283} See, e.g., BlackRock Letter (arguing that data should be provided, at most, on a quarterly basis); Fidelity Letter; MFA Letter; SIFMA Letter (proposing that reporting be no more frequent than quarterly, at least for private equity fund advisers).

\textsuperscript{284} See section 113(a) of the Dodd-Frank Act; FSOC Second Notice, supra note 6.

\textsuperscript{285} See, e.g., BlackRock Letter (arguing that data should be provided, at most, on a quarterly basis); Fidelity Letter; MFA Letter.

\textsuperscript{286} See AFL–CIO Letter; AFR Letter. See also CII Letter.

\textsuperscript{287} See, e.g., BlackRock Letter (arguing that data should be provided, at most, on a quarterly basis); Fidelity Letter; MFA Letter; SIFMA Letter.

\textsuperscript{288} See BlackRock Letter.

\textsuperscript{289} See, e.g., Fidelity Letter; MFA Letter.
burdens in verifying the data.290 Finally, the monthly data about which commenters were most concerned were the monthly performance data proposed to be collected in section 1b of the Form.291 Question 17 has, however, been modified to require monthly data only in the case that the adviser is already calculating it, making the reporting burden essentially one of copying information onto the Form.292 Accordingly, except as discussed above, we are adopting the requirements to report monthly information as proposed.

3. Section 3 of Form PF

A private fund adviser must complete section 3 of Form PF if it manages one or more liquidity funds and had at least $1 billion in combined liquidity fund and registered money market fund assets under management as of the end of any month in the prior fiscal quarter.293 Section 3 requires that the adviser report certain information for each liquidity fund it manages. The adviser must provide information regarding the fund’s portfolio valuation and its valuation methodology, as well as the liquidity of the fund’s holdings.294 This section also requires information regarding whether the fund, as a matter of policy, is managed in compliance with certain provisions of rule 2a–7 under the Investment Company Act, which is the principal rule through which the SEC regulates registered money market funds.295 Items B and C of section 3 require the adviser to report the amount of the fund’s assets invested in different types of instruments, information for each open position of the fund that represents 5 percent or more of the fund’s net asset value and information regarding the fund’s borrowings.296 Finally, Item D of section 3 asks for certain information regarding the fund’s investors, including the concentration of the fund’s investor base and the liquidity of its ownership interests.297

The information that section 3 requires is designed to assist FSOC in assessing the risks undertaken by liquidity funds, their susceptibility to runs, and how their investments might pose systemic risks either among liquidity funds or through contagion to registered money market funds. In addition, this information is intended to aid FSOC in monitoring leverage practices among liquidity funds and their interconnectedness to securities lending programs, which relate to factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.298 Finally, this information will assist FSOC in assessing the extent to which the liquidity fund is being managed consistent with restrictions imposed on registered money market funds that might mitigate their likelihood of posing systemic risk. Commenters generally did not address the requirements of section 3, and the SEC is, therefore, adopting this section of the Form substantially as proposed.299

4. Section 4 of Form PF

A private fund adviser must complete section 4 of Form PF if it had at least $2 billion in private equity fund assets under management as of the end of its most recently completed fiscal year.300 This section of the Form requires additional information regarding the private equity funds these advisers manage, which has been tailored to focus on relevant areas of financial activity that have the potential to raise systemic concerns. As discussed in the Proposing Release, information regarding the activities of private equity funds, certain of their portfolio companies and the creditors involved in financing private equity transactions may be important to the assessment of systemic risk.301 The Proposing Release identified two practices of private equity funds, in particular, that could result in systemic risk: (1) The potential shift of market risk to lending institutions when bridge loans cannot be syndicated or refinanced;302 and (2) the imposition of substantial leverage on portfolio companies that may themselves be systemically significant.303 Several commenters agreed that the activities identified in the Proposing Release are important areas of concern for monitoring systemic risk with respect to private equity funds.304 Other commenters, however, disagreed with the analysis, arguing that private equity funds and their advisers do not have the potential to pose systemic risk.305 These commenters affirmed that certain characteristics identified in the

290 See supra note 188 and accompanying text.
291 See Question 17 on Form PF; supra section II.C.1.b of this Release.
292 See supra nn. 198–202 and accompanying text.
293 See sections II.A.2 and II.B.4 of this Release for the definition of “liquidity fund” and a discussion of this reporting threshold. See also Instructions 3, 5, and 6 to Form PF. Form PF is a joint form between the SEC and the CFTC only with respect to sections 1 and 2 of the form. Section 3 of the form, which requires more specific reporting regarding liquidity funds, is only required by the SEC.
294 See Questions 52, 53, and 55 on Form PF. The SEC has modified the instructions to Question 55 to clarify the units in which responses are to be reported and to clarify that the net asset value requested in parts (a) and (b) of Question 55 is the net asset value reported to current and prospective investors, which may or may not be the same as the net asset value reported in Questions 9 and 55(c), which are based on fair value.
295 See Question 54 of Form PF. The restrictions in rule 2a–7 are designed to ensure, among other things, that money market funds’ investing remains consistent with the objective of maintaining a stable net asset value. Many liquidity funds state in investor offering documents that the fund is managed in compliance with Investment Company Act rule 2a–7 even though that rule does not apply to liquidity funds.
296 See Questions 56–59 on Form PF. The SEC has modified these questions from the proposal by removing instructions that have been supplanted by general instructions. See Instruction 15 to Form PF.
297 See Questions 60–64 on Form PF. For purposes of these questions, beneficial owners are persons who would be counted as beneficial owners under section 3(c)(1) of the Investment Company Act or who would be included in determining whether the owners of the fund are qualified purchasers under section 3(c)(7) of that Act. 15 U.S.C. 80a–3(c)(1) or (7)). The SEC has made clarifying changes to the instructions to Question 64. To improve international consistency, the SEC has also changed the liquidity periods in Question 64 to those included in ESMA’s proposed reporting template. See ESMA Proposal, supra note 33.
298 See section 113(a) of the Dodd-Frank Act; FSOC Second Notice, supra note 6.
299 The SEC received only one comment specifically addressing the requirements of section 3, which questioned whether requiring information regarding investor liquidity is appropriate considering the focus of liquidity funds on short-term investments. See MFA Letter. The SEC continues to believe that this information is important to understanding whether a fund may suffer a mismatch between the maturity of its obligations and the maturity of its investments and is, therefore, adopting this question substantially as proposed. But see, supra note 297.
300 See Instruction 3 to Form PF. See also sections II.A.3 and II.B.4 of this Release for the definition of “private equity fund” and a discussion of this reporting threshold. Form PF is a joint form between the SEC and the CFTC only with respect to sections 1 and 2 of the form. Section 4 of the form, which requires more specific reporting regarding private equity funds, is only required by the SEC.
301 See Proposing Release, supra note 12, at section II.A.3.
302 See Proposing Release, supra note 12, at nn. 71–73 and accompanying text.
303 See Proposing Release, supra note 12, at nn. 74–75 and accompanying text.
304 See, e.g., AFL–CIO Letter (pointing to evidence that the use of so-called “covenant-lite” loans is again expanding); CPIC Letter (noting the importance of gathering information about all types of entities using leverage and asserting that, “the Commission should not be pressured to scale back further or provide broad exemptions for private equity funds.”); Merkli February Letter. See also Proposing Release, supra note 12, at n. 73 and accompanying text (discussing risks associated with “covenant-lite” loans).
305 See, e.g., Olympus Letter; PEGCC Letter (countermanding that private equity funds, like any other shareholders and that they should not be singled out for “a discriminatory and onerous reporting regime designed to monitor how their portfolio companies use leverage.”); SIFMA Letter.
Proposing Release, including limitations on investor redemption rights and an absence of significant leverage at the fund level, are common to private equity funds and tend to mitigate their potential for systemic risk.\textsuperscript{306} The SEC acknowledges that several potentially mitigating factors suggest that private equity funds may have less potential to pose systemic risk than some other types of private funds, and this has been taken into account in requiring substantially less information with respect to private equity funds than with respect to hedge funds or liquidity funds. The design of Form PF, however, is not intended to reflect a determination as to where systemic risk exists but rather to provide empirical data to FSOC with which it may make a determination about the extent to which the activities of private equity funds or their advisers pose such risk.\textsuperscript{307} Based on SEC staff’s consultation with staff representing FSOC’s members, the SEC continues to believe that targeted information regarding private equity leverage practices may be important to FSOC’s monitoring of systemic risk.\textsuperscript{308}

One commenter argued that, if the SEC is concerned only with the use of leverage, the information could be gathered more effectively from the financial institutions that lend the money or, in the case of leveraged portfolio companies that are themselves

financial institutions, incur the debt.\textsuperscript{309} Staff representing FSOC’s members has explained to the SEC’s staff, however, that collecting leverage data from private equity advisers has several potential advantages. First, it provides a more complete accounting than other data sources of the leverage that may have been imposed on portfolio companies. Although portfolio companies may take on leverage through financial institutions regulated in the United States, they may also incur leverage from other sources, including hedge funds and foreign financial institutions. As a result, portfolio company leverage information collected through U.S. bank regulators would likely provide an incomplete picture and may fail to capture trends with potential systemic importance, such as greater reliance on leverage obtained from outside the regulated financial sectors or from foreign sources. Even if regulators are only concerned about the risks that a portfolio company’s debt may impose on financial institutions, those risks cannot be fully understood without information regarding the company’s entire balance sheet, including debt from other sources.

Second, because the SEC understands that private equity advisers routinely track the leverage of their portfolio companies, collecting data directly from these advisers is likely to be the most efficient means of monitoring portfolio company leverage. In contrast, obtaining portfolio company leverage information through bank regulators could be less efficient because (1) Banks are less likely to be actively tracking leverage information specifically attributable to portfolio companies, (2) bank regulators do not have a single collection mechanism for this data and (3) data may need to be aggregated across several different bank regulators. Third, collecting leverage data from private equity advisers would fill gaps in the data that could appear if FSOC were to attempt aggregating information from many different U.S. bank regulators. It also provides a check on any data that may be collected from other sources. Indeed, other types of information that the SEC collects from investment advisers has already proven valuable in cross-checking data that bank regulators collect.\textsuperscript{310}

Fourth, FSOC has stated that it is concerned that leveraged lending practices can raise systemic risk concerns.\textsuperscript{311} Private equity advisers are repeat participants in the leveraged loan market (often more so than other types of companies that access credit through these markets), and tracking their portfolio company leverage practices can signal trends in emerging risks in those markets. Indeed a recent study found that the private equity fund sponsors’ bank relationships were an important factor in explaining the favorable loan terms obtained by private equity portfolio companies, both as a result of the private equity sponsor’s repeat interactions reducing information asymmetries and the competition among banks to cross-sell other business to the private equity sponsor.\textsuperscript{312} This empirical data suggests that collecting data on private equity portfolio company leverage trends in fact may be the most efficient way to collect systemic risk trend data for the broader leveraged loan market because private equity portfolio companies’ practices in this area may be a bellwether due to their sponsors’ repeat player status. In addition, this approach appears consistent with an emerging international approach favoring broad monitoring of credit intermediation across the economy.\textsuperscript{313}

The SEC is, however, adopting Form PF with several significant changes that reduce the frequency of reporting with respect to private equity funds, as discussed above, and more closely align the required reporting with information available on portfolio company financial statements. These changes, which are discussed in detail below and in section II.B of this Release, are intended to respond to industry concerns while still providing FSOC the information it needs to monitor the potential for systemic risk across the private fund industry. In general, we expect that these changes will reduce the burden of responding to the Form.\textsuperscript{314}

\textsuperscript{306} See, e.g., Olympus Letter; PEGCC Letter; SIFMA Letter. These commenters also noted that these funds typically focus on long-term investments and are legally isolated from the financial obligations of portfolio companies and other funds. They also asserted that private equity funds and their investments tend to be relatively small and are not interconnected. See also Proposing Release, supra note 12, at n. 77 and accompanying text.

\textsuperscript{307} One industry observer has explained the importance of transparency in allowing regulators to examine where risks may exist in the alternative investment industry, arguing that, “[r]egulation has to examine where risks may exist in the alternative investment industry, arguing that, ’[r]egulation has

\textsuperscript{308} One commenter argued that, if the SEC is concerned only with the use of leverage, the information could be gathered more effectively from the financial institutions that lend the money or, in the case of leveraged portfolio companies that are themselves

\textsuperscript{309} Staff representing FSOC’s members has explained to the SEC’s staff, however, that collecting leverage data from private equity advisers has several potential advantages. First, it provides a more complete accounting than other data sources of the leverage that may have been imposed on portfolio companies. Although portfolio companies may take on leverage through financial institutions regulated in the United States, they may also incur leverage from other sources, including hedge funds and foreign financial institutions. As a result, portfolio company leverage information collected through U.S. bank regulators would likely provide an incomplete picture and may fail to capture trends with potential systemic importance, such as greater reliance on leverage obtained from outside the regulated financial sectors or from foreign sources. Even if regulators are only concerned about the risks that a portfolio company’s debt may impose on financial institutions, those risks cannot be fully understood without information regarding the company’s entire balance sheet, including debt from other sources.

\textsuperscript{310} Second, because the SEC understands that private equity advisers routinely track the leverage of their portfolio companies, collecting data directly from these advisers is likely to be the most efficient means of monitoring portfolio company leverage. In contrast, obtaining portfolio company leverage information through bank regulators could be less efficient because (1) Banks are less likely to be actively tracking leverage information specifically attributable to portfolio companies, (2) bank regulators do not have a single collection mechanism for this data and (3) data may need to be aggregated across several different bank regulators.

\textsuperscript{311} Third, collecting leverage data from private equity advisers would fill gaps in the data that could appear if FSOC were to attempt aggregating information from many different U.S. bank regulators. It also provides a check on any data that may be collected from other sources. Indeed, other types of information that the SEC collects from investment advisers has already proven valuable in cross-checking data that bank regulators collect.

\textsuperscript{312} Fourth, FSOC has stated that it is concerned that leveraged lending practices can raise systemic risk concerns. Private equity advisers are repeat participants in the leveraged loan market (often more so than other types of companies that access credit through these markets), and tracking their portfolio company leverage practices can signal trends in emerging risks in those markets. Indeed a recent study found that the private equity fund sponsors’ bank relationships were an important factor in explaining the favorable loan terms obtained by private equity portfolio companies, both as a result of the private equity sponsor’s repeat interactions reducing information asymmetries and the competition among banks to cross-sell other business to the private equity sponsor. This empirical data suggests that collecting data on private equity portfolio company leverage trends in fact may be the most efficient way to collect systemic risk trend data for the broader leveraged loan market because private equity portfolio companies’ practices in this area may be a bellwether due to their sponsors’ repeat player status. In addition, this approach appears consistent with an emerging international approach favoring broad monitoring of credit intermediation across the economy.

\textsuperscript{313} The SEC is, however, adopting Form PF with several significant changes that reduce the frequency of reporting with respect to private equity funds, as discussed above, and more closely align the required reporting with information available on portfolio company financial statements. These changes, which are discussed in detail below and in section II.B of this Release, are intended to respond to industry concerns while still providing FSOC the information it needs to monitor the potential for systemic risk across the private fund industry. In general, we expect that these changes will reduce the burden of responding to the Form.

\textsuperscript{314} See FSB Shadow Banking Report, supra note 28; ESMA Proposal, supra note 33; Proposing Release, supra note 12, at n. 33. See also CPIC Letter (affirming the importance of gathering information about all types of entities using leverage).
Section 4 requires that large private equity advisers report certain information for each private equity fund they manage, including certain information about guarantees of portfolio company obligations and the leverage of the portfolio companies that the fund controls. Specifically, Question 66 requires information about the amount of guarantees that the adviser, the reporting fund or any other related person of the adviser issues in respect of a portfolio company’s obligations.\textsuperscript{314} Questions 67 through 70 require the adviser to: (1) The weighted average debt-to-equity ratio of controlled portfolio companies in which the fund invests, (2) the range of that debt-to-equity ratio among these portfolio companies and (3) the aggregate gross asset value of these portfolio companies.\textsuperscript{315}

In addition, Questions 71 and 72 ask for the total amount of borrowings categorized as current liabilities and as long-term liabilities on the most recent balance sheets of the fund’s controlled portfolio companies. These questions replace the question that the SEC proposed, which would have required advisers to report the maturity profile of the debt of its private equity funds’ controlled portfolio companies.\textsuperscript{316} This change has been made in response to commenter concerns regarding the burden of gathering the data that would have been required to respond to the question as proposed.\textsuperscript{317} The SEC anticipates that these changes will reduce the burden of responding to these questions because less information is required and the information will be readily available on the financial statements of the fund’s controlled portfolio companies.

In response to Questions 73 and 74, the adviser must report the portion of the controlled portfolio companies’ borrowings that is payment-in-kind or zero coupon,\textsuperscript{318} and whether the fund or any of its controlled portfolio companies experienced an event of default on any of its debt during the reporting period.\textsuperscript{319} In addition, Question 75 requires the adviser to provide the identity of the institutions providing bridge financing to the adviser’s controlled portfolio companies and the amount of that financing.

Question 76 requires certain information if the fund controls any financial industry portfolio company, such as the portfolio company’s name, its debt-to-equity ratio, and the percentage of the portfolio company beneficially owned by the fund.\textsuperscript{320}

\textsuperscript{314} Following consultation with staff representing FSOC’s members, we have broadened the scope of this question to capture guarantees from the adviser and its related persons rather than just those from the reporting fund, to address concerns expressed by FSOC and other regulators to confirm broadly whether the adviser or the reporting fund has direct or indirect exposure to the liabilities of portfolio companies in excess of the amounts of their investments. In addition to Question 66, the proposal included a separate question regarding the fund’s borrowings, but a commenter pointed out that this substantially duplicated the information requested in Question 13 on Form PF, so the proposed question is not being adopted. See comment letter of George Merkl (Mar. 23, 2011). See also the Proposing Release, supra note 12, for the proposed version of Question 57 on Form PF.

\textsuperscript{315} A “controlled portfolio company” is defined as a portfolio company that is controlled by the private equity fund, directly or indirectly, to direct the management or policies of a person, whether through ownership of securities, by contract, or otherwise. See Glossary of Terms to Form ADV, Glossary of Terms to Form ADV.

\textsuperscript{316} A portfolio company is defined in section 113(a) of the Dodd-Frank Act.\textsuperscript{321} The SEC has modified the instructions to these questions, arguing that the value of the information would not exceed the burden of reporting it.\textsuperscript{322} Regulators, however, will be able to use this information to monitor global and industry concentrations among private equity funds, and concentration is one of the factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision under the Dodd-Frank Act.\textsuperscript{323} In addition, the information required is largely based on the financial statements of the controlled portfolio companies and, therefore, should be readily available to the adviser.

Most of the reporting in section 4 relates to portfolio companies because the SEC understands that leverage in private equity structures is generally incurred at the portfolio company level. than all of the fund’s portfolio companies, and the SEC has made this change. See ABA Committees Letter; see also IAA Letter; see also infra discussion accompanying notes 324–327. The SEC has added a requirement to report the gross asset value of each financial industry portfolio company to provide a measure of scale as context for interpreting the leverage ratio. This information should be readily available on portfolio company financial statements, so the SEC does not expect this addition to meaningfully increase the reporting burden.\textsuperscript{321} The SEC has modified the instructions to these questions to reflect clarifications suggested by a commenter. See Merkl February Letter, Question 74, which requires a portfolio company to provide a measure of scale as context for interpreting the leverage ratio. This information has also been modified for reasons discussed above. See supra note 247 and accompanying text.

\textsuperscript{322} See Merkl February Letter; PEGCC Letter.

\textsuperscript{323} See section 113(a) of the Dodd-Frank Act.
This reporting is limited to controlled portfolio companies, rather than portfolio companies generally, to ensure that advisers are able to obtain the relevant information without incurring potentially substantial additional burdens. Several commenters suggested, however, that the proposed standard of “control” was too low, leaving advisers responsible for reporting information they may not be entitled to access. The SEC is not persuaded that advisers are likely to have such difficulty obtaining the information required concerning controlled portfolio companies because the majority of this information is available from the financial statements of the portfolio companies or relates to the fund’s own investments in the portfolio companies. In addition, modifications from the proposal have replaced a requirement for information that may not have been available on portfolio company financial statements with a requirement for information that will appear on any audited portfolio company’s financial statements.

Accordingly, the SEC is adopting the definition of “controlled portfolio company” substantially as proposed. Two commenters supported collecting the information proposed to be required in section 4. However, they also argued that the required reporting should not be restricted to controlled portfolio companies but should extend to all of the fund’s portfolio companies. In their view, the largest portfolio companies are the least likely to have a controlling shareholder and the most likely to pose systemic risk. The SEC is sensitive to this concern but believes at this time that requesting information regarding all portfolio companies would increase the difficulty of responding to section 4 without a sufficiently large corresponding increase in the value of the data collected.

5. Aggregation of Master-Feeder Arrangements, Parallel Fund Structures and Parallel Managed Accounts

For purposes of reporting information on Form PF, an adviser may provide information regarding master-feeder arrangements and parallel fund structures in the aggregate or separately, provided that it does so consistently throughout the Form. For example, an adviser may complete either a single section 1b for all of the funds in a master-feeder arrangement or a separate section 1b for each fund in the arrangement. Any adviser choosing to aggregate funds in the reporting must check the “yes” box in Question 6 or Question 7, fund. See, e.g., supra note 330, and, in the case of Question 7, provide the additional information required with respect to the other funds in the parallel fund structure. Advisers are not required to report information regarding parallel managed accounts other than to complete Question 11 in section 1b of the Form.

These aggregation requirements have been modified from the proposal, which would have required advisers to report aggregated information regarding master-feeder arrangements and parallel managed accounts but separate information regarding parallel funds. One commenter recommended that “the Commissions instead provide managers with flexibility to provide information about private funds in a manner that best represents the activities of their funds and is consistent with their internal reporting procedures, while providing complete information to regulators.” We are persuaded that requiring advisers to aggregate or disaggregate funds in a manner inconsistent with their internal recordkeeping and reporting may impose additional burdens and that, so long as the structure of those arrangements is adequately disclosed, a prescriptive approach to aggregation is not necessary.

With respect to parallel managed accounts, commenters encouraged us not to require aggregation for reporting purposes or at least limit the questions that require advisers to aggregate parallel managed accounts for reporting purposes. In particular, these commenters argued that aggregating these funds for reporting purposes would be difficult and “result in inconsistent and misleading data” because their characteristics are often somewhat different from the funds with which they are managed. We are persuaded that including parallel managed accounts in the reporting may reduce the quality of data while imposing additional burdens on advisers. As a result, the instructions have been revised so that advisers are not required to aggregate parallel managed accounts with their private funds for reporting purposes. A question has, however, been added to the Form requiring advisers to report the total amount of parallel managed accounts related to each reporting fund. This will allow FSOC to take into account the greater amount of assets an adviser may be managing using a given strategy for purposes of analyzing the data reported on Form PF.

D. Confidentiality of Form PF Data

Form PF elicits non-public information about private funds and their trading strategies, the public disclosure of which could adversely affect the funds and their investors. The SEC does not intend to make public Form PF information identifiable to any particular adviser or private fund, although the SEC may use Form PF information in an enforcement action. The Dodd-Frank Act amends the Advisers Act to preclude the SEC from requiring any person to disclose to any public person any Form PF information or the identity of the person to whom it relates.

Form PF elicits non-public information about private funds and their trading strategies, the public disclosure of which could adversely affect the funds and their investors. The SEC does not intend to make public Form PF information identifiable to any particular adviser or private fund, although the SEC may use Form PF information in an enforcement action. The Dodd-Frank Act amends the Advisers Act to preclude the SEC from requiring any person to disclose to any public person any Form PF information or the identity of the person to whom it relates.
certain circumstances. Similarly, the Dodd-Frank Act exempts the CFTC from being compelled under FOIA to disclose to the public any information collected through Form PF and requires that the CFTC maintain the confidentiality of that information consistent with the level of confidentiality established for the SEC in section 204(b) of the Advisers Act. The Commissions will make information collected through Form PF available to FSOC, as the Dodd-Frank Act requires, subject to the confidentiality provisions of the Dodd-Frank Act.

The Dodd-Frank Act contemplates that Form PF data may also be shared with other Federal departments or agencies or with self-regulatory organizations, in addition to the CFTC and FSOC, for purposes within the scope of their jurisdiction. In each case, any such department, agency or self-regulatory organization would be exempt from being compelled under FOIA to disclose to the public any information collected through Form PF and must maintain the confidentiality of that information consistent with the level of confidentiality established for the SEC in section 204(b) of the Advisers Act. Prior to sharing any Form PF data, the SEC also intends to require that any such department, agency or self-regulatory organization represent to us that it has in place controls designed to ensure the use and handling of Form PF data in a manner consistent with the protections established in the Dodd-Frank Act. Certain aspects of the Form PF reporting requirements also help to mitigate the potential risk of inadvertent or improper disclosure. For instance, because data on Form PF generally could not, on its own, be used to identify individual investment positions, the ability of a competitor to use Form PF data to replicate a trading strategy or trade against an adviser is limited. In addition, the deadlines for filing Form PF have, in most cases, been significantly extended from the proposal. Some commenters supported these extensions in part because filings will, as a result, generally contain less current, and therefore less sensitive, data. In addition, our staff is working to design controls and systems for the use and handling of Form PF data in a manner that reflects the sensitivity of this data and is consistent with the confidentiality protections established in the Dodd-Frank Act. As discussed below, this will include programming the Form PF filing system with appropriate confidentiality protections. For instance, SEC staff is studying whether multiple access levels can be established so that SEC employees are allowed only as much access as is reasonably needed in connection with their duties.

Several commenters confirmed that the information collected on Form PF is competitively sensitive or proprietary and emphasized the importance of controls for safekeeping. These commenters also made several recommendations for protecting the data, including: (1) Storing identifying information using a code; (2) limiting the ability to transfer Form PF data by email or portable media; (3) limiting access to personnel who “need to know”; (4) extending filing deadlines so the data contains less current information; and (5) sharing the data with other regulators only in aggregated and anonymous form. As discussed above, the deadlines for filing Form PF have, in most cases, been significantly extended from the proposal. SEC staff is also carefully considering the other recommendations of commenters in position. Large private equity advisers must identify any financial industry portfolio companies in which the reporting fund has a controlling interest, but these investments are likely to be in private companies whose securities are not widely traded (and, therefore, do not raise the same trading concerns) or in public companies about which information regarding significant beneficial owners is already made public under sections 13(d) and 13(g) of the Exchange Act. See supra section II.B.2 of this Release (discussing filing deadlines). See infra note 351 and accompanying text. See infra section III.E of this Release.

See, e.g., ABA Committees Letter; AIMA General Letter; CIPC Letter; MFA Letter; SIFMA Letter. See supra section II.B of this Release. See supra note 344 and accompanying text.

354 See infra section III.B of this Release (discussing the compliance date for Form PF).


356 See Advisers Act rule 204(b)–1(d); section 204(c) of the Advisers Act.

357 See supra notes 344–345 and accompanying text.
Commenters who addressed this aspect of the proposal supported having FINRA develop the reporting system as an extension of the IARD platform.\footnote{See AIMA General Letter (agreeing that using the IARD and FINRA is a “sensible solution”); MFA Letter (agreeing that in the Form PF Proposing Release that the filing system would need to be programmed with special confidentiality protections designed to ensure the heightened confidentiality protections created for Form PF filing information under the Dodd-Frank Act. See Proposing Release, supra note 12, at n. 9 and accompanying text and section I.E. These commenters expressed the view that maintaining the confidentiality of Form PF data is an important consideration in developing the filing system. Our staffs are working closely with FINRA in designing controls and systems to ensure that Form PF data is handled and used in a manner consistent with the protections established in the Dodd-Frank Act, and as noted above, we are carefully considering recommendations from commenters in designing controls and systems for the use and handling of Form PF data.\textsuperscript{358} See AIMA General Letter; Kleinberg General Letter.} Commenters also supported a batch filing capability, with one specifically agreeing that “[a]utomated submission of information via the IARD or other electronic system to [utilize] the eXtensible Markup Language (XML) tagged data format or similar format is likely to be an important time saver for a large number of firms.”\footnote{361} For this purpose, advisers must calculate the value of assets under management pursuant to the instructions in Form ADV and aggregate assets under management in the same manner as they would when determining whether they satisfy reporting thresholds under Form PF. See supra section II.A.5 of this Release.\textsuperscript{362}

For instance, an adviser with $5 billion in hedge fund assets under management as of March 31, 2012, must file its first Form PF within 60 days following June 30, 2012.\footnote{This assumes the adviser’s fiscal quarters are based on calendar quarters. Of course, if the adviser also exceeds the threshold for liquidity fund advisers, its filing would be due within 15 days.} In addition, an adviser having a June 30 fiscal year end and $5 billion in private equity fund assets under management as of June 30, 2012, must file its first Form PF within 120 days following June 30, 2012.\footnote{This assumes the adviser does not also exceed the $5 billion threshold for hedge fund or liquidity fund advisers.}

For all other advisers, the compliance date for CEA rule 4.27 and Advisers Act rule 204(b)–1 is December 15, 2012. As a result, most advisers must file their first Form PF based on information as of December 31, 2012.

This timing provides most private fund advisers with a significant amount of time to prepare for filing, requiring only the largest advisers, whose resources and systems should better position them to begin reporting, to report in less than a year following adoption of Form PF. This approach is designed to balance the need for regulators to begin collecting and analyzing data regarding the private fund industry with the ability of advisers to efficiently prepare for filing. We currently anticipate that this timeframe will also give the SEC sufficient time to create and program a system to accept filings of Form PF.\footnote{MFA Letter. See also infra note 367.} We are adopting compliance dates that significantly extend the proposed compliance date of December 15, 2011. We are taking this approach, in part, because we are adopting these rules later than originally expected. The revised approach is also intended to respond to commenters who recommended a later compliance date. These commenters argued that the proposed compliance date would have provided advisers insufficient “time to identify the information to be included, establish automated systems and procedures to collect and calculate the information, and develop procedures to review, complete and verify the Form.”\footnote{See, e.g., AIMA General Letter (nine months); BlackRock Letter (nine months); CPIX Letter (one year); Fidelity Letter (one year); TCW Letter (nine months); Seward Letter (two years); SIFMA Letter (nine months); USCC Letter (270 days).} A majority of these commenters suggested extending compliance to at least nine months after publication of the final Form, though some argued for a year or more.\footnote{See AIMA General Letter; Kleinberg General Letter.} In support of an extended compliance date, commenters emphasized that, without sufficient time to prepare for the initial filing, the reporting process will be manually intensive or require costly system enhancements.\footnote{44 U.S.C. 3507(d) and 5 CFR 1320.11. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.} As explained above, our revised approach is designed to provide the largest advisers, whose resources and systems should better position them to begin reporting, at least eight months before they start filing Form PF, and the vast majority of advisers will have over a year before their first Form PF is due.

III. Effective and Compliance Dates

The effective date for CEA rule 4.27, Advisers Act rule 204(b)–1 and Form PF is March 31, 2012.

The Commissions are adopting a two-stage phase-in period for compliance with Form PF filing requirements. For the following advisers, the compliance date for CEA rule 4.27 and Advisers Act rule 204(b)–1 is June 15, 2012:

- Any adviser having at least $5 billion in assets under management attributable to hedge funds as of the last day of the fiscal quarter most recently completed prior to June 15, 2012;\footnote{44 U.S.C. 3507(d) and 5 CFR 1320.11. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.} and
- Any adviser having at least $5 billion in assets under management attributable to private equity funds as of the last day of its first fiscal year to end on or after June 15, 2012.\footnote{See supra section I.A of this Release; see also Proposing Release, supra note 12, at section II.A.}
The respondents to Form PF are private fund advisers.\textsuperscript{371} Compliance with Form PF is mandatory for any private fund adviser that had at least $150 million in regulatory assets under management attributable to private funds as of the end of its most recently completed fiscal year.

Specifically, smaller private fund advisers must report annually and provide only basic information regarding their operations and the private funds they advise. Large private equity advisers also must report on an annual basis but are required to provide additional information with respect to the private equity funds they manage. Finally, large hedge fund advisers and large liquidity fund advisers must report on a quarterly basis and provide more information than other private fund advisers.\textsuperscript{372} The PRA analysis set forth below takes into account the difference in filing frequencies among different categories of private fund adviser. It also reflects the fact that the additional information Form PF requires large hedge fund advisers to report is more extensive than the additional information required from large liquidity fund advisers, which in turn is more extensive than that required from large private equity advisers.

As discussed in section II of this Release, the SEC has sought to minimize the reporting burden on private fund advisers to the extent appropriate. In particular, the SEC has taken into account an adviser’s size and the types of private funds it manages in designing scaled reporting requirements. In addition, where practical, the SEC has permitted advisers to rely on their existing practices and methodologies to report information on Form PF.\textsuperscript{373}

Advisers must file Form PF through the Form PF filing system on the IARD. Responses to the information collections will be kept confidential to the extent permitted by law.\textsuperscript{374}

A. Burden Estimates for Annual Reporting by Smaller Private Fund Advisers

In the Implementing Adopting Release, the SEC estimated that there will be approximately 4,270 SEC-registered advisers managing private funds after taking into account recent changes to the Advisers Act and a year of normal growth in the population of registered advisers.\textsuperscript{375} The SEC estimates that approximately 700 of these advisers will not be required to file Form PF because they have less than $150 million in private fund assets under management.\textsuperscript{377} Accordingly, the SEC anticipates that, when advisers begin reporting on Form PF, a total of approximately 3,570 advisers will be required to file all or part of the Form.\textsuperscript{378} Out of this total number, the SEC estimates that approximately 3,070 will be smaller private fund advisers, not meeting the thresholds as Large Private Fund Advisers.\textsuperscript{379} Commenters did not address the SEC’s estimates of the total number of respondents or the number of smaller private fund advisers.\textsuperscript{380}

Smaller private fund advisers must complete all or portions of section 1 of Form PF and file on an annual basis. As discussed in greater detail above, section 1 requires basic data regarding the reporting adviser’s identity and certain information about the private funds it manages, such as performance, leverage and investor data.\textsuperscript{381} If the reporting adviser manages any hedge funds, section 1 also requires basic information regarding those funds, including their investment strategies, counterparty exposures and trading and clearing practices.

The SEC estimates that smaller private fund advisers will require an average of approximately 40 burdens per hour to compile, review and electronically file the required information in section 1 of Form PF for the initial filing and an average of approximately 15 burdens per hour for subsequent filings.\textsuperscript{382} These estimates reflect an increase compared to the proposal from 10 to 40 hours for the initial filing and from 3 to 15 hours for subsequent filings.

The SEC has increased these estimates to reflect comments suggesting that the estimates included in the proposal were too low.\textsuperscript{383} Commenters did not provide alternative estimates for these burdens. However, commenters addressing the equity fund advisers = 3,070 smaller private fund advisers.)\textsuperscript{384}

The SEC has updated these estimates to reflect: (1) Updated data from IARD, (2) the addition of a minimum reporting threshold of $150 million in private fund assets, which reduces the number of advisers subject to the reporting requirements, and (3) the revised estimates of large hedge fund advisers and large private equity advisers discussed in section II.A.4 of this Release. See supra section II.A of this Release and notes 88 and 89.

These estimates are based, in part, on the SEC’s understanding that much of the information in sections 1a and 1b of Form PF is currently maintained by most private fund advisers in the ordinary course of business. See supra note 146. In addition, the SEC expects the time required to determine the amount of the adviser’s assets under management that relate to private funds of various types to be largely included in the estimated burden associated with the SEC’s Form ADV. As a result, responding to questions on Form PF that relate to assets under management and determining whether an adviser is a Large Private Fund Adviser should impose little or no additional burden on private fund advisers. Of course, not all questions on Form PF impose the same burden, and the burden of responding to questions may be substantially different from adviser to adviser. These estimates are intended to reflect averages for compiling, reviewing and filing the Form, do not indicate the time that may be spent on specific questions and may not reflect the time spent by an individual adviser.

\textsuperscript{371} The requirement to file the Form applies to any investment adviser registered, or required to register, with the SEC that advises one or more private funds and had at least $150 million in regulatory assets under management attributable to private funds as of the end of its most recently completed fiscal year. See Advisers Act Rule 204(b)-1(a). It does not apply to state-registered investment advisers or exempt reporting advisers.

\textsuperscript{372} See section II.A of this Release (describing who must file Form PF), section II.B of this Release (discussing the frequency with which private fund advisers must file Form PF), section II.C.2 of this Release (describing the information that large hedge fund advisers must report on Form PF), and sections II.C.3 and II.C.4 of this Release (describing the information that large liquidity and private equity fund advisers must report on Form PF). See also Instruction 9 to Form PF (discussing the frequency with which private fund advisers must file Form PF).

\textsuperscript{373} The SEC also believes that private fund advisers already collect or calculate some of the information required on the Form at least as often as they must file the Form. See supra note 146.

\textsuperscript{374} See section ILE of this Release.

\textsuperscript{375} See section ILD of this Release.

\textsuperscript{376} Specifically, the SEC estimated that (1) 3,320 private fund advisers that are currently registered with the SEC will remain registered after certain advisers make the switch to state registration prompted by the Dodd-Frank Act’s amendments to section 203A of the Advisers Act, (2) 750 advisers to private funds will register with the Commission as a result of the Dodd-Frank Act’s elimination of the private adviser exemption and (3) 200 additional advisers to private funds will register in the next year. See Implementing Adopting Release, supra note 11, at n.637 and accompanying text.

\textsuperscript{377} The requirement to file Form PF is mandatory for any private fund adviser that had at least $150 million in private fund assets as of the end of its most recently completed fiscal year. See supra section II.A of this Release and notes 88 and 89.

\textsuperscript{378} These estimates are based, in part, on the SEC’s understanding that much of the information in sections 1a and 1b of Form PF is currently maintained by most private fund advisers in the ordinary course of business. See supra note 146. In addition, the SEC expects the time required to determine the amount of the adviser’s assets under management that relate to private funds of various types to be largely included in the estimated burden associated with the SEC’s Form ADV. As a result, responding to questions on Form PF that relate to assets under management and determining whether an adviser is a Large Private Fund Adviser should impose little or no additional burden on private fund advisers. Of course, not all questions on Form PF impose the same burden, and the burden of responding to questions may be substantially different from adviser to adviser. These estimates are intended to reflect averages for compiling, reviewing and filing the Form, do not indicate the time that may be spent on specific questions and may not reflect the time spent by an individual adviser.
large hedge fund adviser burdens did provide alternative estimates. As discussed below, the SEC is also increasing its hour burden estimates with respect to large hedge fund advisers based on, among other things, the estimates these commenters provided. In the absence of specific commenter estimates for the smaller adviser reporting burden, the SEC has, therefore, scaled these estimates in proportion to the increases it is making to its burden hour estimates for large hedge fund advisers.

Although the SEC has increased these estimates, it has also taken into account changes from the proposal that it expects, on the whole, to mitigate the burden of reporting the information required in section 1. For instance, we have modified the requirement to report performance by allowing advisers to report monthly and quarterly results only if such results are already calculated for the fund. In addition, we have removed from section 1a a question requiring identification of significant creditors and substantially reduced the amount of information required with respect to trading and clearing practices in section 1c. We have also made several global changes to the Form that we anticipate will reduce the burden of reporting. These include the removal of the certification, the increased ability of advisers to rely on their existing methodologies and recordkeeping practices and allowing advisers to omit information regarding parallel managed accounts from their responses to the Form. We have also added four new questions in section 1b that will increase the burden of completing that portion of the Form, but the SEC expects the other changes described above to result in a net reduction in the burden of completing the Form relative to the proposal.

Based on the foregoing, the SEC estimates that the amortized average annual burden of periodic filings will be 23 hours per smaller private fund adviser for each of the first three years, and the amortized aggregate annual burden of periodic filings for smaller private fund advisers will be 70,600 hours for each of the first three years.

B. Burden Estimates for Large Hedge Fund Advisers

The SEC estimates that 250 advisers will be classified as large hedge fund advisers. As discussed above, large hedge fund advisers must complete section 1 of the Form and provide additional information regarding the hedge funds they manage in section 2 of the Form. These advisers must report information regarding the hedge funds they manage on a quarterly basis.

Because large hedge fund advisers generally have more information on Form PF than other private fund advisers, the SEC estimates that these advisers will require, on average, more hours than other Large Private Fund Advisers to configure systems and to compile, review and electronically file the required information. Accordingly, the SEC estimates that large hedge fund advisers will require an average of approximately 300 burden hours for an initial filing and 140 burden hours for each subsequent filing.

These estimates reflect an increase compared to the proposal from 75 to 300 hours for the initial filing and from 25 to 70 hours for subsequent filings. The SEC has increased these estimates to reflect comments suggesting that the estimates included in the proposal were too low.

One industry group reported that some members attempted to complete the proposed version of Form PF for one or more funds and, “[t]he burden is on our experience, and recognizing that efficiencies will develop over time, [this group estimated] that large managers on average will expend 150-300 hours to submit the initial Form.” The SEC has revised its estimates of the hour burdens and costs for large hedge fund advisers provided in the Paperwork Reduction Act and cost-benefit analyses are based, in part, on burdens that advisers provided in response to the FSA Survey on the experience of SEC staff. These estimates also assume that some Large Private Fund Advisers will find it efficient to automate some portion of the reporting process, which will increase the burden of the initial filing but reduce the burden of subsequent filings. This efficiency gain is reflected in our burden estimates, which are higher for the first report than subsequent reports, and certain of the anticipated automation costs are accounted for in our cost estimates. See infra note 435 and accompanying text. Of course, all advisers on Form PF impose the same burden, and the burden of responding to questions may vary substantially from adviser to adviser. These estimates are intended to reflect over-generally reviewing and filing the Form, do not indicate the time that may be spent on specific questions and may not reflect the time spent by an individual adviser.

The estimates of hour burdens and costs for large hedge fund advisers provided in the Paperwork Reduction Act and cost-benefit analyses are based, in part, on burdens that advisers provided in response to the FSA Survey on the experience of SEC staff. These estimates also assume that some Large Private Fund Advisers will find it efficient to automate some portion of the reporting process, which will increase the burden of the initial filing but reduce the burden of subsequent filings. This efficiency gain is reflected in our burden estimates, which are higher for the first report than subsequent reports, and certain of the anticipated automation costs are accounted for in our cost estimates. See infra note 435 and accompanying text. Of course, all advisers on Form PF impose the same burden, and the burden of responding to questions may vary substantially from adviser to adviser. These estimates are intended to reflect over-generally reviewing and filing the Form, do not indicate the time that may be spent on specific questions and may not reflect the time spent by an individual adviser.
The SEC notes, however, that this commenter’s estimates were based on the Form as proposed and we have made a number of changes from the proposal that we expect, on the whole, to mitigate significantly the reporting burden. For example, we have modified a number of questions to reduce the amount of detail required or to allow advisers to rely more on their existing methodologies or recordkeeping practices, including questions regarding trading and clearing practices, interest rate sensitivities, geographical concentrations, turnover, collateral practices, CCP exposures and sensitivities to changes in specified market factors. We have also made several global changes to the Form that we anticipate will reduce the burden of reporting. These include allowing large hedge fund advisers to report only annually on funds that are not hedge funds, the removal of the certification, expanding the ability to disregard funds of funds and allowing advisers to omit information regarding parallel managed accounts from their responses to the Form. We have also added four new questions in section 1b, which will increase the burden of completing that portion of the Form. The SEC believes, however, that the increased burden attributable to these new questions is less than the reduced burden attributable to other changes to the Form because the new questions require limited information that, in many cases, will be readily available to advisers while some of the SEC’s modifications to reduce the reporting burdens are intended to address areas of the Form that commenters identified as particularly burdensome. In light of these changes, the SEC believes that the commenter estimates, which were based on the proposed Form, likely represent an upper bound of the average burden to large hedge fund advisers.

Based on the foregoing, the SEC estimates that the amortized average annual burden of periodic filings will be 610 hours per large hedge fund adviser for each of the first three years. In the aggregate, the amortized annual burden of periodic filings will then be 153,000 hours for large hedge fund advisers for each of the first three years.

C. Burden Estimates for Large Liquidity Fund Advisers

The SEC estimates that 80 advisers will be classified as large liquidity fund advisers. Commenters did not address this estimate. As discussed above, large liquidity fund advisers must complete section 1 of the Form and provide additional information regarding the liquidity funds they manage in section 3 of the Form. In addition, these advisers must report information regarding the liquidity funds they manage on a quarterly basis. Large liquidity fund advisers generally must report less information on Form PF than large hedge fund advisers but more information than large private equity advisers and smaller private fund advisers. Accordingly, the SEC estimates that large liquidity fund advisers will require, on average, fewer hours than large hedge fund advisers but more hours than other advisers to configure systems and to compile, review and electronically file the required information. Specifically, the SEC estimates these advisers will require an average of approximately 140 burden hours for an initial filing and 65 burden hours for a subsequent filing.403

The SEC notes, however, that this commenter’s estimate, which was based on the Form as proposed, likely represents an upper bound of the average burden to large hedge fund advisers. This commenter’s estimate was based on the assumption that a large hedge fund adviser will make 12 quarterly filings in three years, for an amortized average annual burden of 610 hours (1 initial filing × 300 hours + 11 subsequent filings × 140 hours = 1,840 hours; and 1,840 hours + 3 years = approximately 610 hours). After the first three years, filers generally will not incur the startup burdens applicable to the first filing. 610 burden hours on average per year × 250 large hedge fund advisers = 153,000 hours. See supra note 88.

The estimates of hour burdens and costs for large liquidity fund advisers (which estimates, in turn, are based in part on burden data that advisers provided in response to the FSA Survey) and on the experience of SEC staff. These estimates also assume that some Large Private Fund Advisers will find it efficient to automate some portion of the reporting process, which will increase the burden of the initial filing but reduce the burden of subsequent filings. This efficiency gain is reflected in our burden estimates, which are higher for the first report than subsequent reports, and certain of the anticipated automation costs are accounted for in our cost estimates. See infra note 435 and accompanying text. Of course, not all questions on Form PF impose the same burden, and the burden of responding to questions may vary substantially from adviser to adviser. These estimates are intended to reflect averages for compiling, reviewing and filing the Form, do not indicate the time that may be spent on specific questions and may not reflect the time spent by an individual adviser.

See supra sections II.B.1 and II.C.5 of this Release and notes 129 and 183–188 and accompanying text.
added four new questions in section 1b that will increase the burden of completing that portion of the Form, but the SEC expects the other changes described above to result in a net reduction in the burden of completing the Form relative to the proposal.409

Based on the foregoing, the SEC estimates that the amortized average annual burden of periodic filings will be 290 hours per large liquidity fund adviser for each of the first three years.410 In the aggregate, the amortized annual burden of periodic filings will then be 23,200 hours for large liquidity fund advisers for each of the first three years.411

D. Burden Estimates for Large Private Equity Advisers

The SEC estimates that 170 advisers will be classified as large private equity advisers.412 As discussed above, large private equity advisers must complete section 1 of the Form and provide additional information regarding the private equity funds they manage in section 4 of the Form. These advisers are only required to report on an annual basis.

Large private equity advisers generally must report less information on Form PF than other Large Private Fund Advisers but more information than smaller private fund advisers. Accordingly, the SEC estimates that large private equity advisers will require, on average, fewer hours than large hedge fund advisers and large liquidity fund advisers but more hours than other advisers to configure systems and to compile, review and electronically file the required information. Specifically, the SEC estimates these advisers will require an average of approximately 100 burden hours for an initial filing and 50 burden hours for each subsequent filing.413

These estimates reflect an increase compared to the proposal from 25 to 100 hours for the initial filing and from 12 to 50 hours for subsequent filings. The SEC has increased these estimates to reflect comments suggesting that the estimates included in the proposal were too low.414 Commenters did not provide alternative estimates for these burdens. However, commenters addressing the large hedge fund adviser burdens did provide alternative estimates.415 As discussed above, the SEC is also increasing its hour burden estimates with respect to large hedge fund advisers based on, among other things, the estimates these commenters provided.416 In the absence of specific commenter estimates for the large private equity adviser reporting burden, the SEC has, therefore, scaled these estimates in proportion to the increases it is making to its burden hour estimates for large hedge fund advisers.

Although the SEC has increased these estimates, it has also taken into account changes from the proposal that it expects, on the whole, to mitigate the burden of reporting for large private equity advisers. For instance, we have modified the requirement to report performance by allowing advisers to report monthly and quarterly results only if such results are already calculated for the fund.417 In addition, we have eliminated from section 1b a question requiring identification of significant creditors and have revised questions in section 4 requiring information regarding portfolio company leverage to align the information required more closely with information available on the balance sheets of those companies.418 We have also made several global changes to the Form that we anticipate will reduce the burden of reporting. These include requiring only annual (rather than quarterly) reporting, removing the

but reduce the burden of subsequent filings. This efficiency gain is reflected in our burden estimates, which are higher for the first report than subsequent reports, and certain of the anticipated automation costs are accounted for in our cost estimates. See supra note 435 and accompanying text. Of course, not all questions on Form PF impose the same burden, and the burden of responding to questions may vary substantially from adviser to adviser. These estimates are intended to reflect averages for compiling, reviewing and filing the Form, do not indicate the time that may be spent on specific questions and may not reflect the time spent by an individual adviser.

E. Burden Estimates for Transition Filings, Final Filings and Temporary Hardship Exemption Requests

In addition to periodic filings, a private fund adviser must file very limited information on Form PF in three situations.

First, any adviser that transitions from quarterly to annual filing because it has ceased to be a large hedge fund or large liquidity fund adviser must file a Form PF indicating that it is no longer obligated to report on a quarterly basis. The SEC estimates that approximately 9 percent of quarterly filers will need to make a transition filing each year with a burden of 0.25 hours, or a total of 7 burden hours per year for all private fund advisers.423 No commenters addressed these estimates. The SEC has not changed its estimates of the rate of transition filings and the burden hours per filing from the proposal, but it has reduced its estimate of the total burden hours per year because fewer filers will
be required to report on a quarterly basis. 424

Second, filers who are no longer subject to Form PF’s periodic reporting requirements must file a final report indicating that fact. The SEC estimates that approximately 8 percent of the advisers required to file Form PF will have to file such a report each year with a burden of 0.25 of an hour, or a total of 71 burden hours per year for all private fund advisers. 425 No commenters addressed these estimates. The SEC has not changed its estimates of the rate of final filings and the burden hours per filing from the proposal, but it has reduced its estimate of the total burden hours per year because the addition of a minimum reporting threshold will result in fewer filers reporting on Form PF. 426

Finally, an adviser experiencing technical difficulties in submitting Form PF may request a temporary hardship exemption by filing portions of Form PF in paper format. 427 The information that must be filed is comparable to the information that Form ADV filers provide on Form ADV–H when requesting a temporary hardship exemption relating to that form. In the case of Form ADV–H, the SEC has estimated that the average burden of filing is 1 hour and that approximately 1 in every 1,000 advisers will file annually. 428 Assuming that Form PF filers request hardship exemptions at the same rate and that the applications impose the same burden per filing, the SEC expects approximately 4 filers to request a temporary hardship exemption each year 429 for a total of 4 burden hours. 430 No commenters addressed these estimates, and they remain unchanged from the proposal.

F. Aggregate Hour Burden Estimates

Based on the foregoing, the SEC estimates that Form PF would result in an aggregate of 258,000 burden hours per year for all private fund advisers for each of the first three years, or 72 burden hours per year on average for each private fund adviser over the same period. 431

G. Cost Burden

In addition to the hour burdens identified above, advisers subject to the Form PF reporting requirements will incur cost burdens. Firms required to file Form PF must also pay filing fees. In a separate order, the SEC has established filing fees for the Form PF filing system of $150 per annual filing and $150 per quarterly filing. 432 We estimate that this will result in advisers paying aggregate filing fees of approximately $684,000 per year. 433 Several commenters suggested that advisers would also need to modify existing systems or deploy new systems to support Form PF reporting. 434 As discussed in the Proposing Release and below, the SEC acknowledges that advisers may incur costs to develop systems and expects that Large Private Fund Advisers, in particular, may find it efficient to automate some portion of the reporting process, which will increase the burden of the initial filing but reduce the burden of subsequent filings. 435 The SEC has assumed that some of the estimates that it estimates advisers will spend on preparing their initial filings on Form PF will be attributable to programmers preparing systems for the reporting. 436 The SEC understands that some advisers may outsource all or a portion of these systems requirements to software consultants, vendors, filing agents or other third-party service providers and believes that the emergence of such service providers may serve to make filing on Form PF more efficient than it is reflected in its estimates. 437

437 70,600 hours for periodic filings by smaller advisers + 153,000 hours for periodic filings by large hedge fund advisers + 23,200 hours for periodic filings by large liquidity fund advisers + 11,400 hours for periodic filings by large private equity fund advisers + 7 hours per year for transition filings + 71 hours per year for final filings + 4 hours per year for temporary hardship requests = approximately 258,000 hours per year. 258,000 hours per year + 3,570 total advisers = 72 hours per year on average.

433 See supra section II.E of this Release.

432 [(3,670 smaller private fund advisers + 170 large private equity advisers) x 150 per annual filing] + [(250 large hedge fund advisers + 80 large private equity advisers) x 150 per quarterly filing x 4 quarterly filings per year] + $684,000 for annual filing.

431 See infra note 272.

430 See supra note 382.

436 See supra notes 511, 513 and 515.

Advisers may also incur costs associated with the acquisition or use of hardware needed to perform computations or otherwise process the data required on Form PF. 438 Smaller private fund advisers are unlikely to bear these costs because the information they are required to provide is limited and will, in many cases, already be maintained in the ordinary course of business. 439 Even among Large Private Fund Advisers, these costs are likely to vary significantly. For instance, the cost to any Large Private Fund Adviser may depend on how many funds or the types of funds it manages, the state of its existing systems and the complexity of its business. In addition, large hedge fund and large liquidity fund advisers must file Form PF more frequently, on shorter deadlines and generally with more information than large private equity advisers, increasing the likelihood that filings will compete with other demands for computing resources and that additional resources will be required.

Commenters did not provide estimates for the costs of acquiring or using hardware for purposes of Form PF. SEC staff contacted several organizations, including self-regulatory organizations, prime brokers and fund service providers, to help develop an estimate for these costs. Although these organizations generally were not able to provide such estimates, some expressed the view that the hardware costs would be small relative to the human capital costs and, for Large Private Fund Advisers, software development costs that Form PF imposes. 440 The SEC estimates, based in part on these conversations and the factors discussed above, that these costs will fall across a broad range for Large Private Fund Advisers. Those who are required to file less information, less frequently and on longer deadlines, who have excess capacity in their existing systems or whose business is relatively simple, may incur no incremental hardware costs. On the other hand, some Large Private Fund Advisers may need to acquire (or obtain the use of) additional computing resources equivalent to an additional server, which the SEC estimates would engage third-party service providers only if the external costs were comparable, or less than, the estimated internal costs of compiling, reviewing and filing the Form PF. As a result, the SEC estimates of hour and cost burdens in this PRA analysis, and of costs in section V.B of this Release, may overstate the actual burdens and costs that will be incurred once third-party services become available.
cost approximately $50,000 fully deployed. This suggests an aggregate incremental cost in the first year of reporting between $0 and $25,000,000, though the actual cost is likely to fall in between these two end-points.441

CFTC:

As adopted, CEA rule 4.27 does not impose any additional burden upon registered CPOs and CTAs that are dually registered as investment advisers with the SEC. By filing the Form PF with the SEC, these dual registrants would be deemed to have satisfied certain of their filing obligations with the CFTC should the CFTC adopt such requirements, and the CFTC is not imposing any additional burdens herein. Therefore, any burden imposed by Form PF through CEA rule 4.27 on entities registered with both the CFTC and the SEC has been accounted for within the SEC’s calculations regarding the impact of this collection of information under the PRA or, to the extent the reporting may relate to information under the PRA or, to the impact of this collection of information under the PRA or, to the extent the reporting may relate to commodity pools.442

The SEC is adopting Advisers Act rule 204(b)–1 and Form PF, and the CFTC is adopting CEA rule 4.27 and sections 1 and 2 of Form PF, to implement the private fund adviser reporting requirements that the Dodd-Frank Act directs the Commissions to promulgate. Under these new rules, private fund advisers having at least $150 million in private fund assets under management must file with the SEC information responsive to all or portions of Form PF on a periodic basis. The scope of the required information and the frequency of the reporting is related to the amount of private fund assets that each private fund adviser manages and the types of private fund to which those assets relate.445 Specifically, smaller private fund advisers must report annually and provide only basic information regarding their operations and the private funds they advise. Large private equity advisers also must report on an annual basis but are required to provide additional information with respect to the private equity funds they manage. Finally, large hedge fund advisers and large liquidity fund advisers must report on a quarterly basis and provide more information than other private fund advisers.

The Advisers Act directs the SEC, when engaging in rulemaking that requires it to consider or determine whether an action is necessary or appropriate in the public interest, to consider, in addition to the protection of investors, whether the action will promote efficiency, competition and capital formation.446 The Commissions are sensitive to the costs and benefits of their respective rules and have carefully considered the costs and benefits of this rulemaking. The SEC’s consideration of the costs and benefits of this rulemaking has included whether this rulemaking will promote efficiency, competition and capital formation.447 In the proposal, the Commissions identified certain costs and benefits of Advisers Act rule 204(b)–1, CEA rule 4.27 and Form PF and requested comment on all aspects of their cost-benefit analyses. The comments the Commissions received on those analyses are discussed below.

In considering the benefits and costs of this rulemaking, we have also considered alternatives to the

441 See section II.A of this Release (describing who must file Form PF); see also section II.B of this Release (discussing the frequency with which private fund advisers must file Form PF); section II.C of this Release (describing the information that private fund advisers must report on Form PF). See also proposed Instruction 9 to Form PF for information regarding the frequency with which private fund advisers must file Form PF.

442 See section 204(b)(1)(A) of the Advisers Act.

443 $50,000 × 500 Large Private Fund Advisers = $25,000,000.

444 See section 211(e) of the Advisers Act.

445 See section 204(b)(1)(A) of the Advisers Act.

446 See, e.g., AFL–CIO Letter; AFR Letter. See also CII Letter; MSCI Letter.

447 See, e.g., supra discussion following notes 101 and 158 and text accompanying note 256. We believe, however, that there are some exceptions, such as the additional information it has determined to request in section 1b of the Form. See supra section II.C.1 of this Release.

448 See supra section II.C.2 of this Release.

449 See supra section II.B.1 of this Release.

450 See supra section II.C.1 of this Release.

451 See supra section II.C.2 of this Release.

452 See supra section II.A of this Release.

453 See supra section II.C.2 of this Release.

454 See, e.g., IAA Letter; MFA Letter; PEGCC Letter; SIFMA Letter.

455 Letter; SIFMA Letter.
of providing it. These benefits and costs are discussed in greater detail below.

A. Benefits

We believe that Form PF will create two principal classes of benefits. First, the information collected will facilitate FSOC’s understanding and monitoring of systemic risk in the private fund industry and assist FSOC in determining whether and how to deploy its regulatory tools with respect to nonbank financial companies. Second, we expect this information to enhance the Commissions’ ability to evaluate and develop regulatory policies and improve the efficiency and effectiveness of our efforts to protect investors and maintain fair, orderly and efficient markets.

Congress passed the Dodd-Frank Act in the wake of what some have called “the greatest financial crisis since the Great Depression.” The crisis imposed immense costs on individuals and businesses, with millions of jobs disappearing from the U.S. economy, large numbers of families losing their homes to foreclosure, nearly $11 trillion in household wealth lost, including retirement accounts and life savings, and many businesses, large and small, facing serious challenges. Congress responded to the crisis, in part, by establishing FSOC as the center of a framework intended “to prevent a recurrence or mitigate the impact of financial crises that could cripple financial markets and damage the economy.” The goal of this framework, in other words, is the avoidance of significant harm to the U.S. economy from future financial crises.

Under the Dodd-Frank Act, FSOC must “monitor emerging risks to U.S. financial stability” and employ its regulatory tools to address those risks. For this purpose, the Dodd-Frank Act granted FSOC the ability to determine that a nonbank financial company will be subject to the supervision of the FRB if the company may pose risks to U.S. financial stability as a result of its activities or in the event of its material financial distress. FSOC may also recommend to the FRB heightened prudential standards for designated nonbank financial companies.

In addition, the Dodd-Frank Act authorizes FSOC to issue recommendations to primary financial regulators for more stringent regulation of financial activities that it determines may create or increase systemic risk. Congress recognized that FSOC would need information from private fund advisers to carry out its duties and to determine whether and how to exercise these regulatory authorities. For instance, a Senate committee report noted that “no precise data regarding the size and scope of hedge fund activities are available[,] and while hedge funds are generally not thought to have caused the current financial crisis, information regarding their size, strategies, and positions could be crucial to regulatory attempts to deal with a future crisis.” To that end, Congress mandated that the Commissions, as the primary regulators of private fund advisers, gather information from these advisers for FSOC’s use. The Commissions have designed Form PF, in consultation with staff representing FSOC’s members, to implement this mandate.

Recent releases from FSOC illuminate how Form PF will serve an essential role in FSOC’s monitoring of, and exercise of regulatory authority over, the private fund industry. For instance, in one release, FSOC confirmed that the information reported on Form PF is important not only to conducting an assessment of systemic risk among private fund advisers but also to determining how that assessment should be made.

Guidance in this FSOC release also suggests the role Form PF data will play in the process of determining whether a private fund adviser or the funds it manages will be subject to FRB supervision. More specifically, the Dodd-Frank Act identifies certain factors that FSOC must consider in making a determination to designate a nonbank financial company for FRB supervision, and FSOC’s recent guidance organizes those factors into categories, including size, interconnectedness, use of leverage, liquidity risk and maturity mismatch and concentration. As discussed in detail throughout section II.C of this Release, the information reported on Form PF is designed, in part, to provide FSOC with data to assess these factors in a manner that is relevant to the particular type of fund about which the adviser is reporting. Finally, we expect that FSOC will use Form PF data to supplement the data that it collects regarding other financial market participants and gain a broader view of the financial system than is currently available to regulators.

In this manner, we believe that the information collected through Form PF could play an important role in FSOC’s monitoring of systemic risk, both in the private fund industry and in the financial markets more broadly.

In addition to the content of the Form, the reporting frequency, filing deadlines and reporting thresholds have been designed to provide FSOC the information it needs to monitor systemic risk across the private fund industry while balancing the burdens these reporting requirements will impose on advisers. For instance, although most advisers will only report annually on Form PF, large hedge fund and large liquidity fund advisers will report quarterly because we understand, based on our staffs’ consultations with staff representing FSOC’s members, that this will provide FSOC with timely data that it may use to identify emerging trends in systemic risk. The filing deadlines are, similarly, designed to provide FSOC with timely data so that it may understand and monitor systemic risk on a reasonably current basis.

Moreover, as discussed above, the reporting thresholds are designed to provide FSOC with a broad picture of the private fund industry while relieving smaller advisers from much of the costs associated with the more detailed reporting. We understand that obtaining this broad picture will help FSOC to contextualize its analysis and assess whether systemic risk may exist across the private fund industry and to identify areas where OPR may
want to obtain additional information.\textsuperscript{471} Certain publications from international groups and researchers have suggested that data like that collected on Form PF will be valuable to the regulation of systemic risk. For instance, as discussed above, several international groups have continued working to close information gaps by increasing the disclosures provided to regulators.\textsuperscript{472} These groups have emphasized the importance, in their view, of designing and collecting better information to support the identification and modeling of systemic risk.\textsuperscript{473} In addition, research papers have suggested that information regarding private funds should play an important role in monitoring systemic risk, and one study argues that more direct measures of systemic risk would be possible with information from the majority of funds in the industry.\textsuperscript{474} Another recent research paper argues that expanding the FRB’s flow of funds data to include more detailed quarterly information regarding the holding and transfer of financial instruments, including information regarding the portfolios of hedge funds, “would have been of material value to U.S. regulators in ameliorating the recent financial crisis and could be of aid in understanding the potential vulnerabilities of an innovative financial system in the future.”\textsuperscript{475} Others have commented on hedge fund reporting specifically, stating that “[t]ransparency to regulators can help them measure and manage possible systemic risk and is relatively costless.”\textsuperscript{476}

Other academics and economists, while supporting regulatory efforts to assess and mitigate systemic risk, have cautioned that achieving the goal of substantially reducing systemic risk may prove difficult. For example, while the authors of one recent work support establishing “early warning indicators” for financial crises, they argue that the most significant challenge is not the design of a framework for systemic risk analysis but rather: the well-entrenched tendency of policy makers and market participants to treat the signals as irrelevant archaic residuals of an outdated framework, assuming that old rules of valuation no longer apply. If the past \textsuperscript{* * * }is any guide, these signals will be dismissed more often than not.\textsuperscript{477}

Accordingly, although collecting information on Form PF will increase the transparency of the private fund industry to regulators (an important prerequisite to understanding and monitoring systemic risk), transparency alone may not be sufficient to address systemic risk.\textsuperscript{478} Some commenters agreed that Form PF data will “facilitate FSOC’s ability to promote the soundness of the U.S. financial system.”\textsuperscript{479} One commenter characterized Form PF as determining the extent to which FSOC and the SEC have access to “data essential to monitoring systemic risks that, as we saw in 2007 and 2008, cause substantial damage to the financial markets and the broader economy when they go unchecked.”\textsuperscript{480} Another commenter stated that Form PF data could aid in the assessment of “systemic risks due to connectivity and contagion.”\textsuperscript{481} One commenter who expressed reservations regarding specific aspects of the proposal nonetheless supported “the approach proposed by the SEC and CFTC to collect information from registered private fund managers through periodic, confidential reports on Form PF” and agreed that gathering data “from different types of market participants, including investment advisers and the funds they manage, \textsuperscript{* * * }is a critical component of effective systemic risk monitoring and regulation.”\textsuperscript{482}

Some commenters, however, doubted that Form PF would be beneficial for monitoring systemic risk.\textsuperscript{483} One commenter, for instance, argued that “Form PF requires firms to calculate and disclose information with uncertain benefits to regulators, and the broad scope of private funds subject to this burden has not been justified.”\textsuperscript{484} Others argued that particular types of funds, such as private equity funds, should be excluded from the reporting because they do not, in their view, have the potential to pose systemic risk or that certain of the proposed questions on Form PF would not prove beneficial for systemic risk analysis.\textsuperscript{485} As discussed above, based on SEC staff’s consultation with staff representing FSOC’s members, we continue to believe that targeted information regarding the leverage practices of private equity funds will provide information that FSOC may use to monitor activities and trends in this industry that are of potential systemic importance.\textsuperscript{486} In addition, we have made a number of changes from the proposal intended to address the specific concerns of these commenters and believe that Form PF, as adopted, will be an important source of information for FSOC as it carries out its duties as they relate to the private fund industry.\textsuperscript{487} We cannot predict today what the scope of the next financial crisis will be, and Form PF is only one part of a broader framework established under the Dodd-Frank Act to monitor and address systemic risk.\textsuperscript{488} Other measures contemplated by the Dodd-Frank Act, including the so-called “Volcker rule,” enhanced regulation of swaps and the FRB’s oversight of systematically important financial institutions, are intended to address the specific issues identified by the Dodd-Frank Act and the regulatory community as necessary to prevent a future crisis.

\textsuperscript{471} See supra notes 28–29 and accompanying text.
\textsuperscript{472} See supra note 457 and accompanying text.
\textsuperscript{473} See supra note 307–308 and accompanying text.
\textsuperscript{474} See supra note 457 and accompanying text.
\textsuperscript{475} Carmen M. Reinhardt and Kenneth S. Rogoff, \textit{This Time is Different: Eight Centuries of Financial Folly} (2009) (“Reinhart and Rogoff”) at 277, 280 and 281 (after observing this tendency to disregard signals of systemic risk, the authors conclude that this “is why we also need to think about improving institutions,” which may be important to reducing this risk).
\textsuperscript{476} See also FSOC 2011 Annual Report, supra note 19, at ii (explaining that identifying and mitigating potential threats to financial stability “is an inherently difficult exercise. No financial crisis emerges in exactly the same way as its predecessors, and the most significant future threats will often be the ones that are hardest to diagnose and preempt” but going on to state that, “[n]onetheless, there is a strong case for improving the quality of information available to the public, supervisors, and regulators about risks in financial institutions and markets.”)
\textsuperscript{477} CII Letter. See also, e.g., AFL–CIO Letter; AFR Letter
\textsuperscript{478} AFL–CIO Letter.
\textsuperscript{479} MSCI Letter (though also noting that they “see less potential benefit from this exercise to track the formation of asset class bubbles” and that certain of the requested information would be difficult to aggregate for purposes of industry-wide analysis; see section II.C for a discussion of some of this commenter’s observations regarding use of particular data collected on Form PF).
institutions may be critical to identifying and mitigating the next financial crisis. We anticipate, however, that Form PF will improve the information available to regulators as they seek to prevent or mitigate the effects of future financial crises, and if this information helps to avoid even a small portion of the costs of a financial crisis like the most recent one, the benefits of Form PF will be very significant.

Reporting on Form PF will also benefit investors and other market participants by improving the information available to the Commissions regarding the private fund industry and how it interacts with markets. Today, regulators have little reliable data regarding this rapidly growing sector and frequently have to rely on data from other sources, which when available may be incomplete. The SEC recently adopted amendments to Form ADV that will require the reporting of important information regarding private funds, but this includes little or no information regarding, for instance, performance, leverage or the riskiness of a fund’s financial activities. As discussed above, the data collected through Form PF, which will be more reliable than existing data regarding the industry and significantly extend the data available through the revised Form ADV, will assist FSOC in identifying and addressing risks to U.S. financial stability. This may, in turn, protect investors and other market participants from significant losses.

In addition, this data will provide the Commissions with a more complete view of the financial markets in general and the private fund industry in particular. This broader perspective and more reliable data may enhance the Commissions’ ability to develop and frame regulatory policies regarding the private fund industry, its advisers and the markets in which they participate, and to more effectively evaluate the outcomes of regulatory policies and programs directed at this sector, including for the protection of private fund investors. For instance, Form PF data may help the Commissions to discern relationships between regulatory actions and private fund results or activities.

We also expect the Form PF data to improve the efficiency and effectiveness of the Commissions’ oversight of private fund advisers by enabling staff to manage and analyze information related to the risks that private funds pose more quickly, more effectively and at a lower cost than is currently possible. This will allow the Commissions to more efficiently and effectively target their examination programs. The Commissions will be able to use Form PF information to generate reports on the industry, its characteristics and trends. We expect that these reports will help the Commissions to anticipate regulatory problems, allocate and reallocate resources, and more fully evaluate and anticipate the implications of various regulatory actions the Commissions may consider taking. This will increase both the efficiency and effectiveness of the Commissions’ programs and, thereby, increase investor protection. Form PF data will also help the Commissions better understand the investment activities of private funds and the scope of their potential effect on investors and the markets that the Commissions regulate.

Commenters generally focused on the benefits of Form PF as they relate to systemic risk rather than investor protection. However, one supporter, who represents twelve million workers and sponsors pension and employee benefit plans holding almost half a trillion dollars in assets, agreed that “[c]omprehensive disclosure requirements for private funds will provide important protections for [its] members’ retirement savings.” On the other hand, some commenters who questioned Form PF’s merits expressed skepticism regarding the Form’s benefits generally, not just with respect to the monitoring of systemic risk. As discussed in detail above, we have made a number of changes from the proposal designed to address commenter concerns regarding certain aspects of the proposed reporting requirements. However, we continue to believe that Form PF, as adopted, will increase the amount and quality of information available regarding a previously opaque area of investment activity and, thereby, enhance the ability of regulators to protect investors and maintain fair, orderly and efficient markets.

The Commissions believe that private fund advisers, investors in private funds and the companies in which private funds may invest will also enjoy certain benefits related to Form PF. For example, we identified above two principal classes of benefits—assistance to FSOC in carrying out its mission and improvements to the ability of regulators to protect investors and oversee markets—in which these groups will share, including indirectly as participants in the U.S. financial system. With respect to hedge fund advisers, for instance, data indicate that the number of funds shut down each year increased significantly during the recent financial crisis, suggesting that these advisers may benefit if a future financial crisis is averted or mitigated. Private fund investors and private fund advisers will also benefit if reporting on Form PF, by requiring advisers to review their fund’s portfolios, trading practices and risk profiles, causes advisers to improve their risk management practices or internal controls.

Reporting on Form PF may also result in a positive effect on capital formation. Although Form PF data generally will be non-public, Form PF will increase transparency to regulators. The SEC believes that private fund advisers may, as a result, assess more carefully the risks associated with particular investments and, in the aggregate, allocate capital to investments with a higher value to the economy as a whole. To the extent that changes in investment allocations lead to improved economic outcomes in the aggregate, Form PF reporting may result in a positive effect on capital available for investment.

Should the CFTC adopt certain of its proposed systemic risk reporting requirements, the coordination between the CFTC and SEC on this rulemaking would result in significant efficiencies for any private fund adviser that is also registered as a CPO or CTAs with the CFTC. This is because, under CEA rule 4.27, filing Form PF would satisfy both SEC and CFTC reporting obligations with respect to commodity pools that are “private funds” and CP0s and CTAs would have the option of reporting on Form PF regarding commodity pools that are not private funds to satisfy certain CFTC reporting obligations, in each case should the CFTC adopt such reporting obligations.

As discussed in section I.B of this Release, we have also coordinated with foreign financial regulators regarding the reporting of systemic risk information regarding private funds and

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489 See Implementing Adopting Release, supra note 11. Information reported on Form ADV is made available to the public, while Form PF data generally will not be. See supra section II.D (discussing confidentiality of Form PF data). This has informed the SEC’s determination to require certain private fund information on Form ADV and other private fund information on Form PF.  
490 AFL–CIO Letter. See also AFR Letter.
491 See, e.g., supra note 484.
492 See supra section II of this Release (discussing changes from the proposal).
493 See HedgeFund Intelligence Global Review 2011, HFI (Spring 2011) (“HFI 2011 Global Review”)
494 See supra section II.D (discussing confidentiality of Form PF data).
anticipate that this coordination, as reflected in Form PF, will result in greater efficiencies in private fund reporting, as well as information sharing and private fund monitoring among foreign financial regulators. Ongoing work among various international organizations has emphasized the importance of filling gaps in the data regarding financial market participants, and one goal of this coordination is to collect comparable information regarding private funds, which will aid in the assessment of systemic risk on a global basis.495 Several commenters agreed that international coordination in connection with private fund reporting is important and encouraged us to take an approach consistent with international precedents.496 We have made several changes from the proposal intended to more closely align Form PF with international precedent.497

As discussed above, we also believe that private fund advisers already collect or calculate some of the information required on the Form at least as often as they must file the Form, creating efficiencies for, and benefiting, advisers in satisfying their reporting requirements.498

B. Costs

Reporting on Form PF will also impose certain costs on private fund advisers and, potentially, other market participants. For the most part, these are the same costs discussed in the PRA analysis above because that analysis must account for the burdens of responding to the Commissions’ reporting requirements. In order to minimize these direct costs, the reporting requirements are scaled to the adviser’s size, the size of funds and the types of private funds each adviser manages. For instance, smaller private fund advisers and large private equity advisers generally must report less information and less frequently than large hedge fund advisers and large liquidity fund advisers.499 This scaled approach is intended to provide FSOC with a broad picture of the private fund industry while relieving smaller advisers from much of the costs associated with the more detailed reporting. It is also designed to reflect the different implications for systemic risk that may be presented by different investment strategies, and thus seeks to adjust the costs of the reporting in proportion to the differing potential benefits of the information reported with respect to these strategies.

We expect that the costs Form PF imposes will be most significant for the first report that a private fund adviser is required to file because the adviser will need to familiarize itself with the new reporting form and may need to configure its systems in order to efficiently gather the required information. We also anticipate that the initial report will require more attention from senior personnel, including compliance managers and senior risk management specialists, than will subsequent reports. In addition, we expect that some Large Private Fund Advisers will find it efficient to automate some portion of the reporting process, which will increase the burden of the initial filing but reduce the burden of subsequent filings.

Several commenters addressed the cost estimates included in the Proposing Release. These commenters generally viewed these estimates as understated and, in several cases, argued that the costs of the initial report, in particular, would be greater than assumed.500 These commenters offered two common explanations for the higher than estimated costs: (1) “[m]any of the requested items on Form PF are not tracked by advisory firms on a regular basis, by the category or on a fund-by-fund basis in the manner requested by the proposed Form,” meaning that advisers would need to develop systems for the reporting or engage in a manual process of gathering and compiling data;501 and (2) completing the Form will require different gathering information from many different internal and external parties and systems.502

We have carefully considered comments suggesting that the reporting requirements would be more burdensome than estimated in the Proposing Release, and the SEC has substantially increased its estimates of the hour burdens included in this PRA analysis, which flow through to these estimates of costs.503 We have, however, also taken these comments into consideration in making a number of changes from the proposal that are intended to reduce the burdens of reporting on Form PF. These include global changes to the Form, such as allowing most advisers more time to file following the end of a fiscal period (reducing the likelihood that Form PF will compete with other priorities for advisers’ resources or require employment of additional personnel), extending the compliance date, allowing large private equity advisers to report annually rather than quarterly, increasing the threshold for large private equity advisers and permitting greater reliance on advisers’ existing methodologies and recordkeeping practices. We have also modified specific questions in response to comments so that responding to the Form is less burdensome.504 We expect, on the whole, that these changes will mitigate the cost of reporting.505 In addition, we have added a minimum reporting threshold, which will not reduce the burden to any particular filer of reporting but will reduce the aggregate burden that Form PF imposes because fewer advisers will be required to report.

After filing their initial reports, we anticipate that advisers will incur significantly lower costs because much of the work involved in the initial report is non-recurring and because of efficiencies realized from system configuration and reporting automation efforts accounted for in the initial reporting period. In addition, we estimate that senior personnel will bear less of the reporting burden in subsequent reporting periods, reducing costs though not necessarily reducing the burden hours.

One commenter agreed that efficiencies will be realized over time,506 but another stated that, at least for private real estate funds, they would not.507 Having considered these comments, we continue to believe that, for the average adviser (and particularly for those with more liquid portfolios and greater systems capabilities), efficiencies will be realized over time.

495 See supra note 29 and accompanying text.
496 See supra note 30 and accompanying text.
497 See supra note 35 and accompanying text.
498 See supra note 382; Proposing Release, supra note 11, at p. 71167.
499 See section I.A.2 of this Release (describing who must file Form PF); section II.B of this Release (discussing the frequency with which private fund advisers must file Form PF); section ILC of this Release (describing the information that private fund advisers must report on Form PF). See also Instruction 9 to Form PF (discussing information regarding the frequency with which private fund advisers must file Form PF).
500 See, e.g., AIMA Letter; IAA Letter; Kleinberg General Letter; MFA Letter; PEGCC Letter; Seward Letter.
501 TCW Letter; but see also supra note 146.
502 See, e.g., Kleinberg General Letter; MFA Letter; PEGCC Letter.
503 See supra notes 383, 394–395, 404 and 414 and accompanying text.
We have, however, also increased the cost estimates for subsequent filings in recognition of the overall burden of the reporting and the possibility that efficiencies are not the same for all types of private fund adviser.

Based on the foregoing, we estimate that the periodic filing requirements under Form PF (including configuring systems and compiling, automating, reviewing and electronically filing the report) will impose:

(1) 40 burden hours at a cost of $13,600 per smaller private fund adviser for the initial annual report;

(2) 15 burden hours at a cost of $4,200 per smaller private fund adviser for each subsequent annual report;

(3) 100 burden hours at a cost of $31,000 per large private equity fund adviser for the initial annual report;

(4) 50 burden hours at a cost of $13,900 per large private equity fund adviser for each subsequent annual report;

(5) 300 burden hours at a cost of $93,100 per large hedge fund adviser for the initial quarterly report;

(6) 140 burden hours at a cost of $38,800 per large hedge fund adviser for each subsequent quarterly report;

(7) 140 burden hours at a cost of $43,500 per large liquidity fund management specialist at a cost of $409 per hour.

Of the work performed by programmers, the SEC anticipates that it will be performed equally by a senior programmer at a cost of $304 per hour and a programmer analyst at a cost of $224 per hour.

($273/hour × 0.5 + $409/hour × 0.5) × 60 hours + ($304/hour × 0.5 + $224/hour × 0.5) × 40 hours = approximately $31,000.

The cost estimates above assume that risk and compliance personnel and, in the case of Large Private Fund Advisers filing an initial report, programmers will carry out the work of reporting on Form PF. Some commenters suggested that employees in portfolio management as well as legal, controller and other back office functions may also be involved in compiling, reviewing and filing Form PF. These commenters did not provide estimates for how the reporting burdens would be allocated among these groups of employees, and we believe the allocation is likely to vary significantly among advisers depending on the size and complexity of their operations. Based on available wage data, we do not believe that variations in the allocation of these responsibilities among the functions that we and commenters identified

516 The SEC expects that for subsequent reports senior personnel will bear less of the reporting burden and that significant system configuration and reporting automation costs will not be incurred. As a result, we estimate that these activities will most likely be performed equally by a compliance manager at a cost of $273 per hour, a senior compliance examiner at a cost of $235 per hour, a senior risk management specialist at a cost of $409 per hour and a risk management specialist at a cost of $192 per hour.

($273/hour × 0.5 + $409/hour × 0.5) × 180 hours + ($304/hour × 0.5 + $224/hour × 0.5) × 120 hours = approximately $93,100.

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would result in significantly different aggregate cost estimates.520 In addition, as discussed above, a private fund adviser must file very limited information on Form PF if it needs to transition from quarterly to annual filing, if it is no longer subject to the reporting requirements of Form PF or if it requires a temporary hardship exemption under rule 204(b)-1(f). We estimate that transition and final filings will, collectively, cost private fund advisers as a whole approximately $5,200 per year.521 We further estimate that hardship exemption requests will cost private fund advisers as a whole approximately $760 per year.522 No commenters addressed these estimates. The estimate with respect to hardship exemptions is unchanged from the proposal. The estimate with respect to transition and final filings have been reduced because fewer filers will be required to report on a quarterly basis and the addition of a minimum reporting threshold means that fewer advisers will report in total.523 Advisers may also incur costs related to the modification or deployment of systems to support their reporting obligations under Form PF.524 As discussed above, certain of the anticipated costs to Large Private Fund Advisers of automating Form PF reporting are accounted for in our cost estimates.525 In addition, Large Private Fund Advisers may incur costs associated with the acquisition or use of hardware needed to perform computations or otherwise process the data required on Form PF.526 Commenters did not provide estimates for these costs. However, as discussed above, we estimate that these costs, which are likely to vary significantly among advisers, will range from $0 to $25,000,000 in the aggregate for the first year of reporting, with the actual costs likely to fall in between these two endpoints.527 Based on the foregoing estimates, we estimate that the aggregate annual costs of Form PF, other than for hardware costs, are approximately $108,000,000 in the first year and $60,500,000 in subsequent years.528 In addition, we estimate that hardware costs will add between $0 and $25,000,000 in the first year.529 Reporting requirements can also impose costs beyond the direct costs associated with compiling and submitting data, and advisers subject to the Form PF reporting requirements may incur costs that are more difficult to quantify. One commenter, for instance, suggested an adviser may incur indirect “costs associated with the risk of disclosure of highly sensitive proprietary information.”530 As discussed above, Form PF elicits non-public information about private funds and their trading strategies, the public disclosure of which could adversely affect the funds and their investors.531 We are, however, working to establish controls designed to protect this sensitive information from improper or inadvertent disclosure and believe that the risk of such disclosure is low.532 If an adviser’s Form PF data were disclosed despite the controls intended to maintain its confidentiality, there is some risk that a competitor may be able to use an adviser’s data to replicate the adviser’s trading strategy or trade against the adviser, thereby potentially harming the profitability of the strategy to that adviser. However, because data on Form PF generally could not, on its own, be used to identify individual investment positions, the ability of a competitor to use Form PF data in this manner is limited.533 In addition, the deadlines for filing Form PF have, in most cases, been significantly extended from the proposal, meaning that the filings will generally contain less current, and therefore less sensitive, data.534 In the very unlikely event that improper or inadvertent disclosures of Form PF data occurred frequently, the disclosures could discourage advisers from investing the time and other resources required to develop novel strategies, potentially reducing the range of options available to investors and inhibiting financial innovation.

We do not expect this rulemaking to have a significant negative effect on competition because the information generally will be non-public and similar types of SEC-registered advisers will have comparable burdens under the Form.535 In addition, the SEC does not expect this rulemaking to have a significant negative effect on capital formation, again because the information collected generally will be non-public and, therefore, should not affect private fund advisers’ ability to raise capital.

Although Form PF data generally will be non-public, Form PF will increase transparency to regulators.536 As discussed above, this may result in a positive effect on capital formation because advisers may, as a result, assess more carefully the risks associated with particular investments and, in the aggregate, allocate capital to investments with a higher value to the economy as a whole.537 However, this increased transparency could also have a negative effect on capital formation if it increases advisers’ aversion to risk and, as a result, reduces investment in projects that may be risky but beneficial to the economy as a whole. To the extent that changes in investment allocations lead to reduced economic outcomes in the aggregate, Form PF reporting may result in a negative effect on capital available for investment.

The SEC also recognizes that the direct costs of completing and filing Form PF may reduce the amount of
capital that funds have available for investment or, if the costs are passed on to fund investors, reduce the amount of capital investors have available for investment. This could, in turn, affect capital formation.\(^{538}\) However, the direct costs of reporting on Form PF will, to some extent, only transfer capital from private fund advisers to other market participants, such as employees or service providers paid to complete the Form. Because private fund advisers may have different investment opportunities than these others, private fund advisers or investors may negatively affect aggregate economic outcomes. However, some of this transferred capital will be invested or spent and will not represent an aggregate loss to the economy. In addition, the direct costs of Form PF are, on average, small compared to other economic incentives that motivate private funds and their advisers to invest and grow.\(^{539}\)

One commenter expressed concern that this rulemaking could cause advisers or investors to seek investment opportunities outside the U.S. as a result of, for instance, increased costs.\(^{540}\) This rulemaking could impose costs on U.S. private fund advisers that non-U.S. private fund advisers would not bear unless they are subject to the Advisers Act and the Form PF reporting requirements. However, advisers generally would not be able to avoid these reporting obligations by simply organizing the fund in a third country because exemption for Form PF does not depend solely on where the fund is formed.\(^{541}\) In addition, as noted above, ESMA has proposed a reporting regime similar to Form PF for alternative investment fund managers subject to the EU Directive. If that regime is adopted, we understand most such alternative investment managers would bear reporting costs similar to those that Form PF imposes. Accordingly, we believe the competitive impact of this difference in operating costs will be limited. We also do not expect that private funds will, to any significant extent, seek to avoid these regulatory burdens by foregoing participation in the U.S. capital markets because of the depth and liquidity of these markets and the stability afforded by the legal structures in the U.S.

This commenter also suggested that some fund advisers may determine not to form a new private fund if the costs of Form PF outweigh the marginal benefits the adviser expects to obtain by forming the fund.\(^{542}\) Reduced fund formation could diminish competition and the number of choices available to investors. The SEC does not, however, believe the cost of reporting on Form PF will have a substantial negative effect on fund formation. An adviser with no existing private funds considering whether to form its first fund is likely to face little or no costs as a result of Form PF because it is unlikely to leap past a Large Private Fund Adviser Threshold and may not even exceed the minimum reporting threshold of $150 million in private fund assets under management.\(^{543}\) For an existing private fund adviser, forming a new private fund would increase the cost of reporting on Form PF, but the adviser would be able to leverage its experience and existing systems, making the incremental reporting more efficient than for an adviser first becoming subject to Form PF reporting requirements.\(^{544}\) In the case of either an adviser newly managing private funds or an adviser with existing private funds, the SEC believes that Form PF reporting costs are unlikely to discourage the formation of many funds because the costs of either becoming subject to Form PF as a smaller private fund adviser or reporting incrementally more information on Form PF are small when compared to possible management and performance fees. For example, the SEC estimates that the cost to smaller private fund advisers of completing and filing Form PF will average less than $14,000 per initial annual filing and $5,000 per subsequent annual filing—or less than 0.01% of assets under management for the smallest adviser subject to Form PF reporting requirements—compared to annual management and performance fees that, at least among hedge fund advisers, average approximately 1.5% of assets under management and 20% of excess returns, respectively.\(^{545}\) In addition, this commenter expressed concern that the Large Private Fund Adviser thresholds may encourage some private fund advisers with assets under management near but below the thresholds to attempt to staunch growth in their funds, either by refusing to admit new investors or by managing the investments of the funds, to remain below the thresholds.\(^{546}\) Similarly, this commenter suggested that some funds may even shut down to avoid Form PF reporting costs.\(^{547}\) The SEC believes, however, that substantial economic incentives will likely counter such behavior, including private fund performance fees that incentivize the private fund adviser to continue advising its funds and maximize fund appreciation and return. For example, a hedge fund with an initial value of $1.5 billion that experiences a 1% excess return will net $3 million in performance fees, and a 1% growth in assets under management will net an additional $225,000 per year in management fees, compared to an estimated cost of between $210,000 and $260,000 in the first year of reporting.\(^{548}\) In addition, we believe the cost to an adviser of reporting will decline over time as the adviser becomes more familiar with the Form and realizes efficiencies while, at the same time, the adviser will continue to charge management fee and potentially collect performance fees each year. With

\(^{538}\) One commenter expressed concern regarding the possible effects of Form PF reporting on economic growth, investors, investment opportunities, companies, markets, market liquidity and tax revenue as well as “the cost in terms of jobs and capital.” Issa Letter. This commenter suggested that these potential negative effects could flow from several sources, including: (1) The possibility that advisers will locate funds outside the United States as a result of, or to avoid, Form PF compliance costs or that these costs will be passed on to investors, causing them to seek investment opportunities outside the United States; and (2) the possibility that advisers will form fewer funds, slow the growth of their funds or shut down existing funds as a result of, or to avoid, Form PF compliance costs. We address these possible sources of indirect costs below.

\(^{539}\) See infra notes 545 and 548 and accompanying text.

\(^{540}\) See Issa Letter.

\(^{541}\) See supra note 134 and accompanying text.

\(^{542}\) See Issa Letter.

\(^{543}\) According to HFI data, even among the top 25 hedge fund adviser managers, the average annual management fee was approximately 0.009%.

\(^{544}\) In addition, in the case of large hedge fund advisers, the more detailed information they must file in section 2b of the Form only applies to qualifying hedge funds that have at least $500 million in net assets.

\(^{545}\) See supra note 545. The calculations assume a management fee of 1.5% of assets under management and a 20% performance fee to be the median fee structure in the TASS hedge fund database. $14,000/$150,000,000 = approximately 0.009%.

\(^{546}\) See supra note 441 and accompanying text.
respect to the large adviser threshold specifically, we anticipate that business relations with investors that may be damaged if the adviser turns away investor assets may also motivate advisers to continue to permit the size of their funds to increase as a result of new investment.

As discussed above, we believe that private fund advisers, investors in private funds and the companies in which private funds may invest will enjoy certain benefits related to Form PF. We recognize, however, that many of Form PF’s benefits will be widely distributed across the financial system while its costs will be concentrated. Private fund advisers will bear most of these costs, though they may also pass some of these costs on to fund investors, and to the extent that capital available for investment is reduced, the companies in which private funds would otherwise invest may also bear costs. In addition, the costs of Form PF to an individual adviser will vary depending on factors such as the size of its existing systems and the complexity of its business. As a result, the costs and benefits of Form PF to particular advisers, particular investors, particular companies and individual American citizens will not be evenly distributed. For certain individuals and entities, the costs of Form PF may even exceed the benefits to them. However, we believe that the aggregate benefits of this rulemaking will be substantial. Moreover, the uneven distribution of the benefits and costs of Form PF reflects the potential for an uneven distribution of the costs and benefits of engaging in risky financial activities that may impose negative externalities.

C. CFTC Statutory Findings

Rule 4.27, as finalized, would deem a CPO registered with the CFTC that is dually registered as a private fund adviser with the SEC to have satisfied certain reporting requirements that the CFTC may adopt by filing Form PF with the SEC. The CPOs and CTAs that are dually registered as private fund advisers would be required to provide annually a limited amount of basic information on Form PF about the operations of their private funds. Only large CPOs and CTAs that are also registered as private fund advisers with the SEC would have to submit on a quarterly basis the full complement of systemic risk related information required by Form PF. As noted above, the Dodd-Frank Act tasks FSOC with monitoring the financial services marketplace in order to identify potential threats to the financial stability of the United States. The Dodd-Frank Act also requires FSOC to collect information from member agencies—like the SEC and the CFTC—to support its functions. The CFTC and the SEC are jointly adopting sections 1 and 2 of Form PF as a means to collect the information necessary to permit FSOC to fulfill its obligation to monitor private funds, and in order to identify any potential systemic threats arising from their activities. The CFTC and the SEC do not currently collect the information that is covered in proposed sections 1 and 2 of Form PF.

Section 15(a) of the CEA requires that the CFTC, before promulgating a regulation under the Act or issuing an order, consider the costs and benefits of its action. By filing Form PF with the SEC, dual registrants, in its discretion, determine that, the five considerations and could, in its discretion, determine that, notwithstanding its costs, a particular regulation was necessary or appropriate to protect the public interest or to effectuate any of the provisions or to accomplish any of the purposes of the Act.

Before promulgating these final rules, the CFTC sought public comment on the rules themselves, including the cost-benefit considerations of section 1 and 2 of Form PF. The CFTC also specifically invited commenters to submit “any data or other information that they may have quantifying or qualifying the perceived costs and benefits of this proposed rule with their comment letters.” As noted above, the CFTC and the SEC received comments on the cost and benefits of the proposed regulations and the estimates of costs included in the Proposing Release, and they have carefully considered those comments.

CEA Rule 4.27 does not impose any additional burdens or costs upon registered CPOs and CTAs that are dually registered as investment advisers with the SEC. By filing Form PF with the SEC, these dual registrants would be deemed to have satisfied certain reporting obligations with the CFTC, should the CFTC adopt such requirements.

1. General Costs and Benefits

With respect to costs, the CFTC has determined that: (1) Without the reporting requirements imposed by this rulemaking, FSOC will not have sufficient information to identify and address potential threats to the financial stability of the United States (such as the near collapse of Long Term Capital Management); (2) the reporting requirements, once finalized, will provide the CFTC with better information regarding the business operations, creditworthiness, use of leverage, and other material information of certain registered CPOs and CTAs that are also registered as investment advisers with the SEC; and (3) while they are necessary to U.S. financial stability, the reporting requirements will create additional compliance costs for these registrants, as discussed in the foregoing portions of the Economic Analysis as well as in the PRA section of this Release.

The CFTC has determined that the proposed reporting requirements will provide a benefit to all investors and
market participants by providing the CFTC and other policy makers with more complete information about these registrants and the potential risk their activities may pose to the U.S. financial system. In turn, this information will enhance the CFTC’s ability to appropriately tailor its regulatory policies to the commodity pool industry and its operators and advisors. As mentioned above, the CFTC and the SEC do not have access to this information today and have instead been made to use information from other, less reliable sources.

2. Section 15(a) Determination

As stated above, section 15(a) of the CEA requires the CFTC to consider the costs and benefits of its actions in light of five broad areas of market and public concern: (1) Protection of market participants and the public; (2) efficiency, competitiveness, and financial integrity of futures markets; (3) price discovery; (4) sound risk management practices; and (5) other public interest considerations.

a. Protection of Market Participants and the Public

Should the CFTC adopt certain of its proposed systemic risk reporting requirements, the coordination between the CFTC and SEC on this rulemaking would result in significant efficiencies for any private fund adviser that is also registered as a CPO or CTA with the CFTC. This is because, under CEA rule 4.27, filling Form PF would satisfy both SEC and CFTC reporting obligations with respect to commodity pools that are “private funds” and may satisfy CFTC reporting obligations with respect to commodity pools that are not “private funds,” in each case should the CFTC adopt such reporting obligations. As noted above, the CFTC has determined that this coordination will protect such participants from duplicative reporting while still providing FSOC with needed information to fulfill its mission to protect the public from potential threats to the financial stability of the United States.

Commodity pools that fall within the definition of private funds and will be filing Form PF represent a sector of collective investment vehicles that have experienced a substantial growth and have been the subject of international concern regarding their size in juxtaposition with the markets as a whole. This concern has led to several countries instituting similar data collection efforts and it is well recognized that the U.S. contingent of these funds represents a sizable portion of all trading by this type of entity. Thus, this combined SEC/CFTC effort will contribute substantially to a better understanding of the impact of private investment vehicles on both the U.S. and international markets and provide the information necessary to intelligently develop regulatory efforts and oversight programs to provide adequate protection of market participants and the public at large.

Finally, the CFTC agrees with the SEC that Form PF, as adopted, will increase the amount and quality of information available regarding a previously opaque area of investment activity and, thereby, enhance the ability of regulators to protect investors and oversee the markets that they regulate.

b. Efficiency, Competitiveness, and Financial Integrity of Futures Markets

Although the CFTC does not believe this rule relates directly to the efficiency or competitiveness of futures markets, the CFTC does recognize that the interconnectedness of the United States financial system is such that the integrity of futures markets depends on the financial stability of the entire financial system. To the extent that the information collected by Form PF assists the Commissions and FSOC to identify threats that may damage the United States financial system, the regulations herein indirectly protect the integrity of futures markets.

c. Price Discovery

The CFTC has not identified a specific effect on price discovery as a result of Form PF or related regulations.

d. Sound Risk Management

The Dodd-Frank Act tasks FSOC and its member agencies (including both the SEC and the CFTC) with mitigating risks to the financial stability of the United States. The CFTC believes these regulations are necessary to fulfill that obligation. Risk management is provided by these regulations in two main ways: (1) Assisting FSOC in fulfilling its mission of protecting the systemic financial stability of the United States; and (2) improving the ability of regulators to oversee markets. These benefits are shared by market participants, at least indirectly, as a part of the United States financial system. In addition, CPOs and CTAs that are dually registered as investment advisers will benefit from these regulations to the extent that reporting on Form PF requires such entities to review their firms’ portfolios, trading practices, and risk profiles; thus, the CFTC believes that these regulations may improve the sound risk management practices within their internal risk management systems.

e. Other Public Interest Considerations

The CFTC has not identified other public interest considerations related to the costs and benefits of these regulations.

VI. Final Regulatory Flexibility Analysis

SEC: The SEC has prepared the following Final Regulatory Flexibility Analysis (“FRFA”) regarding Advisers Act rule 204(b)–1 in accordance with section 4(a) of the Regulatory Flexibility Act (“RFA”). The SEC prepared the Initial Regulatory Flexibility Analysis (“IRFA”) in conjunction with the Proposing Release in January 2011.

A. Need for and Objectives of the New Rule

New Advisers Act rule 204(b)–1 and Form PF implement provisions of the Dodd-Frank Act by specifying information that private fund advisers must disclose confidentially to the SEC, which information the SEC will provide to FSOC for systemic risk assessment purposes. Under the new rule, private fund advisers must file information responsive to all or portions of Form PF on a periodic basis. The scope of the required information and the frequency of the reporting is related to the amount of private fund assets that each private fund adviser manages and the type of private fund to which those assets relate. Specifically, smaller private fund advisers and large private equity advisers must report annually, while large hedge fund and liquidity fund advisers must report quarterly and provide additional information regarding the hedge funds and liquidity funds, respectively, that they manage.

B. Significant Issues Raised by Public Comment

In the Proposing Release, we requested comment on the IRFA. In particular, we sought comment on the number of small entities, particularly small advisers, to which the new Advisers Act rule and reporting requirements would apply and the effect
on those entities, including whether the effects would be economically significant. None of the comment letters we received addressed the IRFA or the effect of the proposal on small entities, as that term was used in the IRFA.

C. Small Entities Subject to the Rule

Under SEC rules, for the purposes of the Advisers Act and the Regulatory Flexibility Act, an investment adviser generally is a small entity if it: (i) Has assets under management having a total value of less than $25 million; (ii) did not have total assets of $5 million or more on the last day of its most recent fiscal year; and (iii) does not control, is not controlled by, and is not under common control with another investment adviser that has assets under management of $25 million or more, or any person (other than a natural person) that had total assets of $5 million or more on the last day of its most recent fiscal year.

Advisers Act rule 204(b)–1 requires an investment adviser registered with the SEC to file certain information on Form PF if it manages one or more private funds and had at least $150 million in regulatory assets under management attributable to private funds as of the end of its most recently completed fiscal year. Under section 203A of the Advisers Act, most advisers qualifying as small entities are prohibited from registering with the SEC and are instead registered with state regulators. Therefore, few small advisers will meet the registration criterion. Fewer still are likely to meet the minimum reporting threshold of $150 million in regulatory assets under management attributable to private funds. By definition, no small entities will, on their own, meet this threshold, which the SEC did not include in the proposal but has added in response to commenter concerns. Advisers are, however, required to determine whether they exceed this threshold by aggregating their private fund assets under management with those of their related persons (other than separately operated related persons), with the result that some small entities may be subject to Form PF reporting requirements. The SEC does not have a precise count of the number of advisers that may satisfy the minimum reporting threshold based on the aggregate private fund assets that it and its related persons manage because such advisers file separate reports on Form ADV. However, because of the new minimum reporting threshold, the group of small entities subject to the rule as adopted will be a subset of the group that would have been subject to the proposed rule. In the Proposing Release, the SEC estimated that approximately 50 small entities were registered with the SEC and advised one or more private funds. Accordingly, the SEC estimates that no more than 50 small entities are likely to become subject to Form PF reporting obligations under the final rule.

D. Projected Reporting, Recordkeeping and Other Compliance Requirements

Advisers Act rule 204(b)–1 and Form PF impose certain reporting and compliance requirements on advisers, including small advisers. A small adviser that is subject to the rule must complete all or part of section 1 of the Form. As discussed above, the SEC estimates that completing, reviewing and filing Form PF will cost approximately $13,600 for each small adviser in its first year of reporting and $4,200 per year for each subsequent year. In addition, small entities must pay a filing fee of $150 per annual filing.

E. Agency Action To Minimize Effect on Small Entities

The Regulatory Flexibility Act directs the SEC to consider significant alternatives that would accomplish the stated objective, while minimizing any significant impact on small entities. In connection with the proposed rules and amendments, the SEC considered the following alternatives: (1) The establishment of differing compliance or reporting requirements or timetables that take into account the resources available to small entities; (2) the clarification, consolidation, or simplification of compliance and reporting requirements under the rule for small entities; (3) the use of performance rather than design standards; and (4) an exemption from coverage of the rule, or any part thereof, for small entities.

Regarding the first and fourth alternatives, the SEC is adopting a minimum reporting threshold of $150 million as well as reporting requirements and timetables that differ for entities of smaller sizes. A small entity adviser that is subject to the rule only needs to file Form PF annually and complete applicable portions of section 1 of the form. Large Private Fund Advisers must file additional information, and large hedge fund or large liquidity fund advisers must file more frequently. In addition, the filing fees that a smaller adviser must pay in a given year are lower than those that a large hedge fund or large liquidity fund advisers must pay over the same period. Regarding the second alternative, the information that a small entity subject to the rule must provide under section 1 of Form PF is much simpler than the information required of large hedge fund or large liquidity fund advisers and is consolidated in one section of the form. Regarding the third alternative, the SEC has, in a number of cases, permitted advisers to rely on their own methodologies in providing the information that the Form requires, though the use of performance standards is limited by the need to obtain comparable information from all filers.

CFTC

Under CEA rule 4.27, the CFTC would not impose any additional burden upon registered CPOs and CTAs that are dually registered as investment advisers with the SEC because such entities are only required to file Form PF with the SEC. Further, certain CPOs registered with the CFTC that are also registered with the SEC would be deemed to have satisfied certain CFTC-related filing requirements, should the CFTC adopt such requirements, by completing and filing the applicable sections of Form PF with the SEC. Therefore, any burden imposed by Form PF through rule 4.27 on small entities registered with both the CFTC and the SEC has been accounted for within the SEC’s calculations regarding the impact of this collection of information under the RFA or, to the extent the reporting may relate to commodity pools that are not private funds, the CFTC anticipates that it would account for this burden should it adopt a future rulemaking establishing

560 See Advisers Act rule 0–7(a).
561 See supra note 56–59 and accompanying text.
562 See supra section II.A.5 of this Release. The SEC notes that related persons are permitted to file on a single Form PF. As a result, even in the case that a larger related person causes a small entity to exceed the minimum reporting threshold, the small entity may not ultimately bear the reporting burden. See supra section II.A.6 of this Release. In addition, under Advisers Act rule 0–7(a)(3), an adviser with affiliates exceeding the other small entity thresholds under that rule would not be regarded as a small entity, suggesting that it may not be possible both to qualify as a small entity under that rule and to satisfy the criteria that would subject an adviser to Form PF reporting obligations.
563 See Proposing Release, supra note 12, at n.212 and accompanying text.
564 See supra notes 509–510 and accompanying text.
565 See supra note 432 and accompanying text.
566 If the adviser has no hedge fund assets under management, it need not complete section 1.C of the Form. Advisers that manage a significant amount of both registered money market fund and liquidity fund assets must complete section 3 of Form PF, but there are no small entities that manage a registered money market fund.
shall file Form PF with the Securities
and Exchange Commission in lieu of
filing such other reports with respect to
private funds as may be required under
this section. In addition, except as
otherwise expressly provided in this
section, CPOs and CTAs that are dually
registered with the Securities and
Exchange Commission are required to
file Form PF pursuant to the rules
promulgated under the Investment
Advisers Act of 1940, may file Form PF
with the Securities and Exchange
Commission in lieu of filing such other
reports with respect to commodity pools
that are not private funds as may be
required under this section. Dually
registered CPOs and CTAs that file Form
PF with the Securities and Exchange
Commission will be deemed to have
filed Form PF with the Commission for
purposes of any enforcement action
regarding any false or misleading
statement of a material fact in Form PF.

Securities and Exchange Commission

For the reasons set out in the
preamble, the SEC is amending Title 17,
Chapter II of the Code of Federal
Regulations as follows:

PART 275—RULES AND
REGULATIONS, INVESTMENT
ADVISERS ACT OF 1940

§ 275.204(b)–1 Reporting by investment
advisers to private funds.

(a) Reporting by investment advisers
to private funds on Form PF. If you are
an investment adviser registered or
required to be registered under section
as an investment adviser to one or more
private funds, and as of the end of your
most recently completed fiscal year, you
managed private fund assets of at least
$150 million, you must complete and
file a report on Form PF (17 CFR 279.9)
by following the instructions in the
Form, which specify the information
that an investment adviser must
provide. Your initial report on Form PF
is due no later than the last day on
which your next update would be
timely in accordance with paragraph (e)
if you had previously filed the Form;
provided that you are not required to
file Form PF with respect to any fiscal
quarter or fiscal year ending prior to the
date on which your registration becomes
effective.

(b) Electronic filing. You must file
Form PF electronically with the Form
PF filing system on the Investment
Adviser Registration Depository
(IARD).

Note to paragraph (b): Information on how
to file Form PF is available on the
.gov/iard.

(c) When filed. Each Form PF is
considered filed with the Commission
upon acceptance by the Form PF filing
system.

(d) Filing fees. You must pay the
operator of the Form PF filing system a
filing fee as required by the instructions
to Form PF. The Commission has
approved the amount of the filing fee.
No portion of the filing fee is
refundable. Your completed Form PF
will not be accepted by the operator of
the Form PF filing system, and thus will
not be considered filed with the
Commission, until you have paid the
filing fee.

(e) Updates to Form PF. You must file
an updated Form PF:

(1) At least annually, no later than the
date specified in the instructions to
Form PF; and

(2) More frequently, if required by the
instructions to Form PF. You must file
all updated reports electronically with
the Form PF filing system.

(f) Temporary hardship exemption.

(1) If you have unanticipated
technical difficulties that prevent you
from submitting Form PF on a timely
basis through the Form PF filing system,
you may request a temporary hardship
exemption from the requirements of this
section to file electronically.

(2) To request a temporary hardship
exemption, you must:

(i) Complete and file in paper format,
in accordance with the instructions to
Form PF, Item A of Section 1a and
Section 5 of Form PF, checking the box
in Section 1a indicating that you are
requesting a temporary hardship
exemption, no later than one business
day after the electronic Form PF filing
was due; and

(ii) Submit the filing that is the
subject of the Form PF paper filing in
electronic format with the Form PF
filing system no later than seven
business days after the filing was due.

(3) The temporary hardship
exemption will be granted when you file
Item A of Section 1a and Section 5 of
Form PF, checking the box in Section 1a
indicating that you are requesting a
temporary hardship exemption.

(4) The hardship exemptions available
under § 275.203–3 do not apply to Form
PF.

(g) Definitions. For purposes of this
section:
(1) Assets under management means the regulatory assets under management as determined under Item 5.F of Form ADV (§ 279.1 of this chapter).

(2) Private fund assets means the investment adviser’s assets under management attributable to private funds.

PART 279—FORMS PRESCRIBED UNDER THE INVESTMENT ADVISERS ACT OF 1940

§ 279.9 Form PF, reporting by investment advisers to private funds.

This form shall be filed pursuant to Rule 204(b)–1 (§ 275.204(b)–1 of this chapter) by certain investment advisers registered or required to register under section 203 of the Act (15 U.S.C. 80b–3) that act as an investment adviser to one or more private funds.

Note: The text of the following Form PF will not appear in the Code of Federal Regulations.
FORM PF (Paper Version)
Reporting Form for Investment Advisers to
Private Funds and Certain Commodity Pool
Operators and Commodity Trading Advisors

Form PF: General Instructions

Read these instructions carefully before completing Form PF. Failure to follow these instructions, properly complete Form PF, or pay all required fees may result in your Form PF being delayed or rejected.

In these instructions and in Form PF, “you” means the private fund adviser completing or amending this Form PF. If you are a “separately identifiable department or division” (SID) of a bank, “you” means the SID rather than the bank (except as provided in Question 1(a)). Terms that appear in italics are defined in the Glossary of Terms to Form PF.

1. Who must complete and file a Form PF?

   You must complete and file a Form PF, if:

   A. You are registered or required to register with the SEC as an investment adviser;

      OR

   B. You are registered or required to register with the CFTC as a CPO or CTA and you are also registered or required to register with the SEC as an investment adviser;

      AND

   C. You manage one or more private funds.

      AND

   D. You and your related persons, collectively, had at least $150 million in private fund assets under management as of the last day of your most recently completed fiscal year.

   Many private fund advisers meeting these criteria will be required to complete only Section 1 of Form PF and will need to file only on an annual basis. Large private fund advisers, however, will be required to provide additional data, and large hedge fund advisers and large liquidity fund advisers will need to file every quarter. See Instructions 3 and 9 below.

   For purposes of determining whether you meet the reporting threshold, you are not required to include the regulatory assets under management of any related person that is separately operated. See Instruction 5 below for more detail.

   If your principal office and place of business is outside the United States, for purposes of this Form PF you may disregard any private fund that, during your last fiscal year, was not a United States person, was not offered in the United States, and was not beneficially owned by any United States person.

2. I have a related person who is required to file Form PF. May I and my related person file a single Form PF?

   Related persons may (but are not required to) report on a single Form PF information with respect to all such related persons and the private funds they advise. You must identify in your response
to Question 1 the related persons as to which you are reporting and, where information is requested about you or the private funds you advise, respond as though you and such related persons were one firm.

3. How is Form PF organized?

Section 1 – All Form PF filers

Section 1a  All private fund advisers required to file Form PF must complete Section 1a. Section 1a asks general identifying information about you and the types of private funds you advise.

Section 1b  All private fund advisers required to file Form PF must complete Section 1b. Section 1b asks for certain information regarding the private funds that you advise.

Section 1c  All private fund advisers that are required to file Form PF and advise one or more hedge funds must complete Section 1c. Section 1c asks for certain information regarding the hedge funds that you advise.

Section 2 – Large hedge fund advisers

Section 2a  You are required to complete Section 2a if you and your related persons, collectively, had at least $1.5 billion in hedge fund assets under management as of the last day of any month in the fiscal quarter immediately preceding your most recently completed fiscal quarter. You are not required to include the regulatory assets under management of any related person that is separately operated.

Subject to Instruction 4, Section 2a requires information to be reported on an aggregate basis for all hedge funds that you advise.

Section 2b  If you are required to complete Section 2a, you must complete a separate Section 2b with respect to each qualifying hedge fund that you advise.

However:

if you are reporting separately on the funds of a parallel fund structure that, in the aggregate, comprises a qualifying hedge fund, you must complete a separate Section 2b for each parallel fund that is part of that parallel fund structure (even if that parallel fund is not itself a qualifying hedge fund); and

if you report answers on an aggregated basis for any master-feeder arrangement or parallel fund structure in accordance with Instruction 5, you should only complete a separate Section 2b with respect to the reporting fund for such master-feeder arrangement or parallel fund structure.

Section 3 – Large liquidity fund advisers

Section 3  You are required to complete Section 3 if (i) you advise one or more liquidity funds and (ii) as of the last day of any month in the fiscal quarter immediately preceding your most recently completed fiscal quarter, you and your related
persons, collectively, had at least $1 billion in combined money market and liquidity fund assets under management. You are not required to include the regulatory assets under management of any related person that is separately operated.

You must complete a separate Section 3 with respect to each liquidity fund that you advise.

However, if you report answers on an aggregated basis for any master-feeder arrangement or parallel fund structure in accordance with Instruction 5, you should only complete a separate Section 3 with respect to the reporting fund for such master-feeder arrangement or parallel fund structure.

Section 4 — Large private equity advisers

Section 4 You are required to complete Section 4 if you and your related persons, collectively, had at least $2 billion in private equity fund assets under management as of the last day of your most recently completed fiscal year. You are not required to include the regulatory assets under management of any related person that is separately operated.

You must complete a separate Section 4 with respect to each private equity fund that you advise.

However, if you report answers on an aggregated basis for any master-feeder arrangement or parallel fund structure in accordance with Instruction 5, you should only complete a separate Section 4 with respect to the reporting fund for such master-feeder arrangement or parallel fund structure.

Section 5 — Advisers requesting a temporary hardship exemption

Section 5 See Instruction 13 for details.

4. I am a subadviser or engage a subadviser for a private fund. Who is responsible for reporting information about that private fund?

Only one private fund adviser should complete and file Form PF for each private fund. If the adviser that filed Form ADV Section 7.B.1 with respect to any private fund is required to file Form PF, the same adviser must also complete and file Form PF for that private fund. If the adviser that filed Form ADV Section 7.B.1 with respect to any private fund is not required to file Form PF (e.g., because it is an exempt reporting adviser) and one or more other advisers to the fund is required to file Form PF, another adviser must complete and file Form PF for that private fund.

Where a question requests aggregate information regarding the private funds that you advise, you should only include information regarding the private funds for which you are filing Section 1b of Form PF.
5. When am I required to aggregate information regarding parallel funds, parallel managed accounts, master-feeder arrangements and funds managed by related persons?

You are required to aggregate related funds and accounts differently depending on the purpose of the aggregation.

Reporting thresholds. For purposes of determining whether you meet any reporting threshold, you must aggregate parallel funds, dependent parallel managed accounts and master-feeder funds. In addition, you must treat any private fund or parallel managed account advised by any of your related persons as though it were advised by you. You are not required, however, to aggregate private funds or parallel managed accounts of any related person that is separately operated.

Responding to questions. When reporting on individual funds, you may provide information regarding master-feeder arrangements or parallel fund structures either in the aggregate or separately, provided that you do so consistently throughout the Form. (For example, you may complete either a single Section 1b for all of the funds in a master-feeder arrangement or a separate Section 1b for each fund in the arrangement, but you must then take the same approach when completing other applicable sections of the Form.) Where a question requests aggregate information regarding the private funds that you advise, you should only include information regarding the private funds for which you are filing Section 1b of Form PF. You are not required to report information regarding parallel managed accounts (except in Question 11). You should not report information for any private fund advised by any of your related persons unless you have identified that related person in Question 1(b) as a related person for which you are filing Form PF.

See the table below for additional details.

<table>
<thead>
<tr>
<th>For purposes of determining whether a private fund is a qualifying hedge fund</th>
<th>For purposes of reporting information in Sections 1b, 1c, 2b, 3 and 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>• You must aggregate any private funds that are part of the same master-feeder arrangement (even if you did not, or were not permitted to, aggregate these private funds for purposes of Form ADV Section 7.B.1)</td>
<td>• You may, but are not required to, report answers on an aggregated basis for any private funds that are part of the same master-feeder arrangement (even if you did not, or were not permitted to, aggregate these private funds for purposes of Form ADV Section 7.B.1)</td>
</tr>
<tr>
<td>• You must aggregate any private funds that are part of the same parallel fund structure</td>
<td>• You may, but are not required to, report answers on an aggregated basis for any private funds that are part of the same parallel fund structure</td>
</tr>
<tr>
<td>• Any dependent parallel managed account must be aggregated with the largest private fund to which that dependent parallel managed account relates</td>
<td>• You are not required to report information regarding parallel managed accounts (except in Question 11)</td>
</tr>
</tbody>
</table>
6. **I am required to aggregate funds or accounts to determine whether I meet a reporting threshold, or I am electing to aggregate funds for reporting purposes. How do I “aggregate” funds or accounts for these purposes?**

Where two or more parallel funds or master-feeder funds are aggregated in accordance with Instruction 5, you must treat the aggregated funds as if they were all one private fund. Investments that a feeder fund makes in a master fund should be disregarded but other investments of the feeder fund should be treated as though they were investments of the aggregated fund.

Where you are aggregating dependent parallel managed accounts to determine whether you meet a reporting threshold, assets held in the accounts should be treated as assets of the private funds with which they are aggregated.

**Example 1.** You advise a master-feeder arrangement with one feeder fund. The feeder fund has invested $500 in the master fund and holds a foreign exchange derivative with a notional value of $100. The master fund has used the $500 received from the feeder fund to invest in corporate bonds. Neither fund has any other assets or liabilities.

For purposes of determining whether the funds comprise a qualifying hedge fund, this master-feeder arrangement should be treated as a single private fund whose only investments are $500 in corporate bonds and a foreign exchange derivative with a notional value of $100. If you elect to aggregate the master-feeder arrangement for reporting purposes, the treatment would be the same.

**Example 2.** You advise a parallel fund structure consisting of two hedge funds, named parallel fund A and parallel fund B. You also advise a related dependent parallel managed account. The account and each fund have invested in corporate bonds of Company X and have no other assets or liabilities. The value of parallel fund A’s investment is $400, the value of parallel fund B’s investment is $300 and the value of the account’s investment is $200.

For purposes of determining whether either of the parallel funds is a qualifying hedge fund, the entire parallel fund structure and the related dependent parallel managed account should be treated as a single private fund whose only asset is $900 of corporate bonds issued by Company X.

If you elect to aggregate the parallel fund structure for reporting purposes, you would disregard the dependent parallel managed account, so the result would be a single private fund whose only asset is $700 of corporate bonds.
7. I advise a private fund that invests in other private funds (e.g., a “fund of funds”). How should I treat these investments for purposes of Form PF?

Investments in other private funds generally. For purposes of this Form PF, you may disregard any private fund’s equity investments in other private funds. However, if you disregard these investments, you must do so consistently (e.g., do not include disregarded investments in the net asset value used for determining whether the fund is a “hedge fund”). For Question 17, even if you disregard these assets, you may report the performance of the entire fund and are not required to recalculate performance in order to exclude these investments. Do not disregard any liabilities, even if incurred in connection with these investments.

Funds that invest substantially all of their assets in other private funds. If you advise a private fund that (i) invests substantially all of its assets in the equity of private funds for which you are not an adviser and (ii) aside from such private fund investments, holds only cash and cash equivalents and instruments acquired for the purpose of hedging currency exposure, then you are only required to complete Section 1b for that fund. For all other purposes, you should disregard such fund. For example, where questions request aggregate information regarding the private funds you advise, do not include the assets or liabilities of any such fund.

Solely for purposes of this Instruction 7, you may treat as a private fund any issuer formed under the laws of a jurisdiction other than the United States that has not offered or sold its securities in the United States or to United States persons but that would be a private fund if it had engaged in such an offering or sale.

Notwithstanding the foregoing, you must include disregarded assets in responding to Question 10.

8. I advise a private fund that invests in companies that are not private funds. How should I treat these investments for purposes of Form PF?

Except as provided in Instruction 7, investments in funds should be included for all purposes under this Form PF. You are not, however, required to “look through” a fund’s investments in any other entity unless the Form specifically requests information regarding that entity or the other entity’s primary purpose is to hold assets or incur leverage as part of the reporting fund’s investment activities.

9. When am I required to update Form PF?

You are required to update Form PF at the following times:

Periodic filings (large hedge fund advisers)  Within 60 calendar days after the end of your first, second and third fiscal quarters, you must file a quarterly update that updates the answers to all Items in this Form PF relating to the hedge funds that you advise.

Within 60 calendar days after the end of your fourth fiscal quarter, you must file a quarterly update that updates the answers to all Items in this Form PF. You may, however, submit an initial filing for the fourth quarter that updates information relating only to the hedge funds that you advise so long as you amend your Form PF within 120 calendar days after the end of the quarter to update information relating to any other private funds that you
advise. When you file such an amendment, you are not required to update information previously filed for such quarter.

*Periodic filings (large liquidity fund advisers)*

Within 15 calendar days after the end of your first, second and third fiscal quarters, you must file a *quarterly update* that updates the answers to all items in this Form PF relating to the *liquidity funds* that you advise.

Within 15 calendar days after the end of your fourth fiscal quarter, you must file a *quarterly update* that updates the answers to all Items in this Form PF. You may, however, submit an initial filing for the fourth quarter that updates information relating only to the *liquidity funds* that you advise so long as you amend your Form PF within 120 calendar days after the end of the quarter to update information relating to any other *private funds* that you advise (subject to the next paragraph). When you file such an amendment, you are not required to update information previously filed for such quarter.

If you are both a *large liquidity fund adviser* and a *large hedge fund adviser*, you must file your *quarterly updates* with respect to the *liquidity funds* that you advise within 15 calendar days and with respect to the *hedge funds* you advise within 60 calendar days.

*Periodic filings (all other advisers)*

Within 120 calendar days after the end of your fiscal year, you must file an *annual update* that updates the answers to all Items in this Form PF.

*Large hedge fund advisers and large liquidity fund advisers* are not required to file *annual updates* but instead file *quarterly updates* for the fourth quarter.

*Transition filing*

If you are transitioning from quarterly to annual filing because you are no longer a *large hedge fund adviser* or *large liquidity fund adviser*, then you must complete and file Item A of Section 1a and check the box in Section 1a indicating that you are making your final quarterly filing. You must file your transition filing no later than the last day on which your next *quarterly update* would be timely.

*Final filing*

If you are no longer required to file Form PF, then you must complete and file Item A of Section 1a and check the box in Section 1a indicating that you are making your final filing. You must file your final filing no later than the last day on which your next Form PF update would be timely. This applies to all Form PF filers.

**Failure to update your Form PF as required by these instructions is a violation of SEC and, where applicable, CFTC rules and could lead to revocation of your registration.**

10. **How do I obtain private fund identification numbers for my reporting funds?**

Each *private fund* must have an identification number for purposes of reporting on *Form ADV* and Form PF. *Private fund identification numbers* can only be obtained by filing *Form ADV*.

If you need to obtain a *private fund identification number* and you are required to file a *quarterly update* of Form PF prior to your next annual update of *Form ADV*, then you must acquire the
Form PF: General Instructions

identification number by filing an other-than-annual amendment to your Form ADV and following the instructions on Form ADV for generating a new number. When filing an other-than-annual amendment for this purpose, you must complete and file all of Form ADV Section 7.B.1 for the new private fund.

See Instruction 6 to Part 1A of Form ADV for additional information regarding the acquisition and use of private fund identification numbers.

11. Who must sign my Form PF or update?

The individual who signs the Form PF depends upon your form of organization:

- For a sole proprietorship, the sole proprietor.
- For a partnership, a general partner.
- For a corporation, an authorized principal officer.
- For a limited liability company, a managing member or authorized person.
- For a SID, a principal officer of your bank who is directly engaged in the management, direction or supervision of your investment advisory activities.
- For all others, an authorized individual who participates in managing or directing your affairs.

The signature does not have to be notarized and should be a typed name.

If you and one or more of your related persons are filing a single Form PF, then Form PF may be signed by one or more individuals; however, the individual, or the individuals collectively, must have authority, as provided above, to sign both on your behalf and on behalf of all such related persons.

12. How do I file my Form PF?

You must file Form PF electronically through the Form PF filing system on the Investment Adviser Registration Depository website (www.iard.com), which contains detailed filing instructions. Questions regarding filing through the Form PF filing system should be addressed to the Financial Industry Regulatory Authority (FINRA) at 240-386-4848.

13. Are there filing fees?


14. What if I am not able to file electronically?

A temporary hardship exemption is available if you encounter unanticipated technical difficulties that prevent you from making a timely filing with the Form PF filing system, such as a computer malfunction or electrical outage. This exemption does not permit you to file on paper; instead, it extends the deadline for an electronic filing for seven “business days” (as such term is used in SEC rule 204(b)-1(f)).

To request a temporary hardship exemption, you must complete and file on paper Item A of Section 1a and Section 5 of Form PF, checking the box in Section 1a indicating that you are requesting a temporary hardship exemption. Mail one manually signed original and one copy of your exemption filing to: U.S. Securities and Exchange Commission, Branch of Regulations and
Examinations, Mail Stop 0-25, 100 F Street NE, Washington, DC 20549. You must preserve in your records a copy of any temporary hardship exemption filing. Any request for a temporary hardship exemption must be filed no later than one business day after the electronic Form PF filing was due. For more information, see SEC rule 204(b)-1(f).

15. **May I rely on my own methodologies in responding to Form PF? How should I enter requested information?**

You may respond to this Form using your own internal methodologies and the conventions of your service providers, provided the information is consistent with information that you report internally and to current and prospective investors. However, your methodologies must be consistently applied and your responses must be consistent with any instructions or other guidance relating to this Form. You may explain any of your methodologies, including related assumptions, in Question 4.

In responding to Questions on this Form, the following guidelines apply unless otherwise specifically indicated:

- provide the requested information as of the close of business on the data reporting date;
- if information is requested for any month or quarter, provide the requested information as of the close of business on the last calendar day of the month or quarter, respectively;
- if a question requests information expressed as a percentage, enter the response as a percentage (not a decimal) and round to the nearest one percent;
- if a question requests a monetary value, provide the information in U.S. dollars as of the data reporting date, rounded to the nearest thousand;
- if a question requests a numerical value other than a percentage or a dollar value, provide information rounded to the nearest whole number;
- if a question requests information regarding a “position” or “positions,” you should determine whether a set of legal and contractual rights constitutes a “position” in a manner consistent with your internal recordkeeping and risk management procedures (e.g., some advisers may record as a single position two or more partially offsetting legs of a transaction entered into with the same counterparty under the same master agreement, while others may record these as separate positions);
- if a question requires you to distinguish long positions from short positions, classify positions in a manner consistent with your internal recordkeeping and risk management procedures (provided that, for CDS, exotic CDS, index CDS, and single name CDS, the protection seller should be viewed as long and the protection buyer should be viewed as short);
- do not net long and short positions;
- for derivatives (other than options), “value” means gross notional value; for options, “value” means delta adjusted notional value; for all other investments and for all borrowings where the reporting fund is the creditor, “value” means market value or, where there is not a readily available market value, fair value; for borrowings where the reporting fund is the debtor, “value” means the value you report internally and to current and prospective investors; and
Form PF: General Instructions

- for questions 20, 21, 25, 28, 35 and 57, the numerator you use to determine the percentage of net asset value should be measured on the same basis as gross asset value and may result in responses that total more than 100%.

16. How do I amend Form PF, for example, to make a correction?

If you discover that information you filed on Form PF was not accurate at the time of filing, you may correct the information by re-filing and checking the box in Section 1a indicating that you are amending a previously submitted filing. You are not required to update information that you believe in good faith has been properly responded to Form PF on the date of filing even if that information is subsequently revised for purposes of your recordkeeping, risk management or investor reporting (such as estimates that are refined after completion of a subsequent audit).

Large hedge fund advisers and large liquidity fund advisers that comply with their fourth quarter filing obligations by submitting an initial filing followed by an amendment in accordance with Instruction 9 will not be viewed as affirming responses regarding one fund solely by providing updated information regarding another fund at a later date.

17. How may I preserve on Form PF the anonymity of a private fund that I advise?

If you seek to preserve the anonymity of a private fund that you advise by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund on Form PF using the same code or designation in place of the fund’s name.

18. May I report on Form PF regarding a commodity pool that is not a private fund? How should I treat the commodity pool for purposes of Form PF?

If you are otherwise required to report on Form PF, you may report information regarding any commodity pool you advise on Form PF, even if it is not a private fund. Properly reporting on Form PF regarding the commodity pool will constitute substitute compliance with CFTC reporting requirements to the extent provided in CEA rule 4.27.

Commodity pools should be treated as hedge funds for purposes of Form PF. If you are reporting on Form PF regarding a commodity pool that is not a private fund, then treat it as a private fund for purposes of Form PF. However, such a commodity pool is not required to be included when determining whether you exceed one or more reporting thresholds. If such a commodity pool is a qualifying hedge fund and you are otherwise required to report information in section 2a of Form PF, then you must report regarding the commodity pool in section 2b of Form PF.

Federal Information Law and Requirements for a Collection of Information

Section 204(b) of the Advisers Act [15 U.S.C. § 80b-4(b)] authorizes the SEC to collect the information that Form PF requires. The information collected on Form PF is designed to facilitate the Financial Stability Oversight Council’s (“FSOC”) monitoring of systemic risk in the private fund industry and to assist FSOC in determining whether and how to deploy its regulatory tools with respect to nonbank financial companies. The SEC and CFTC may also use information collected on Form PF in their regulatory programs, including examinations, investigations and investor protection efforts relating to private fund advisers. Filing Form PF is mandatory for advisers that satisfy the criteria described in
Instruction 1 to the Form. See also 17 C.F.R. § 275.204(b)-1. The SEC does not intend to make public information reported on Form PF that is identifiable to any particular adviser or private fund, although the SEC may use Form PF information in an enforcement action. See Section 204(b) of the Advisers Act.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. The Office of Management and Budget has reviewed this collection of information under 44 U.S.C. § 3507. Any member of the public may direct any comments concerning the accuracy of the burden estimate and any suggestion for reducing this burden to: Secretary, U.S. Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.
Section 1a: Information about you and your related persons

Check the box that indicates what you would like to do:

A. If you are not a large hedge fund adviser or large liquidity fund adviser:
   □ Submit your first filing on Form PF for the period ended: ________________
   □ Submit an annual update for the period ended: ________________
   □ Amend a previously submitted filing for the period ended: ________________
   □ Submit a final filing
   □ Request a temporary hardship exemption

B. If you are a large hedge fund adviser or large liquidity fund adviser:
   □ Submit your first filing on Form PF for the [1st, 2nd, 3rd, 4th] quarter, which ended: ________________
   □ Submit a quarterly update (including fourth quarter updates) for the [1st, 2nd, 3rd, 4th] quarter, which ended: ________________
   □ Amend a previously submitted filing for the [1st, 2nd, 3rd, 4th] quarter, which ended: ________________
   □ Transition to annual reporting
   □ Submit a final filing
   □ Request a temporary hardship exemption

Item A. Information about you

1. (a) Provide your name and the other identifying information requested below.
   (This should be your full legal name. If you are a sole proprietor, this will be your last, first, and middle names. If you are a SID, enter the full legal name of your bank. Please use the same name that you use in your Form ADV.)

<table>
<thead>
<tr>
<th>Legal name</th>
<th>SEC §81-Number</th>
<th>NFA ID Number, if any</th>
<th>Large trader ID, if any</th>
<th>Large trader ID suffix, if any</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(b) Provide the following information for each of the related persons, if any, with respect to which you are reporting information on this Form PF:

<table>
<thead>
<tr>
<th>Legal name</th>
<th>SEC §81-Number</th>
<th>NFA ID Number, if any</th>
<th>Large trader ID, if any</th>
<th>Large trader ID suffix, if any</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form PF  
Section 1a  
Information about you and your related persons 
(to be completed by all Form PF filers)  
Page 2 of 42

2. Signatures of sole proprietor or authorized representative (see Instruction 11 to Form PF).

Signature on behalf of the firm and its related persons:

I, the undersigned, sign this Form PF on behalf of, and with the authority of, the firm. In addition, I sign this Form PF on behalf of, and with the authority of, each of the related persons identified in Question 1(b) (other than any related person for which another individual has signed this Form PF below).

To the extent that Section 1 or 2 of this Form PF is filed in accordance with a regulatory obligation imposed by CEA rule 4.27, the firm, each related person for which I am signing this Form PF, and I all accept that any false or misleading statement of a material fact therein or material omission therefrom shall constitute a violation of section 6(c)(2) of the CEA.

Name of individual:

Signature:

Title:

Email address:

Telephone contact number (include area code and, if outside the United States, country code):

Date:

Signature on behalf of related persons:

I, the undersigned, sign this Form PF on behalf of, and with the authority of, the related person(s) identified below.

To the extent that Section 1 or 2 of this Form PF is filed in accordance with a regulatory obligation imposed by CEA rule 4.27, each related person identified below and I all accept that any false or misleading statement of a material fact therein or material omission therefrom shall constitute a violation of section 6(c)(2) of the CEA.

Name of each related person on behalf of which this individual is signing:

Name of individual:

Signature:

Title:

Email address:

Telephone contact number (include area code and, if outside the United States, country code):

Date:

Item B. Information about assets of private funds that you advise

3. Provide a breakdown of your regulatory assets under management and your net assets
under management as follows:

(if you are filing a quarterly update for your first, second or third fiscal quarter, you are only required to update row (a), in the case of a large hedge fund adviser, or row (b), in the case of a large liquidity fund adviser.)

(a) Hedge funds .................................................. 
(b) Liquidity funds .............................................. 
(c) Private equity funds ......................................... 
(d) Real estate funds ........................................... 
(e) Securitized asset funds .................................... 
(f) Venture capital funds ....................................... 
(g) Other private funds ......................................... 
(h) Funds and accounts other than private funds (i.e., the remainder of your assets under management) ..................................................

<table>
<thead>
<tr>
<th>Regulatory assets under management</th>
<th>Net assets under management</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Item C. Miscellaneous

4. You may use the space below to explain any assumptions that you made in responding to any question in this Form PF. Assumptions must be in addition to, or reasonably follow from, any instructions or other guidance relating to Form PF. If you are aware of any instructions or other guidance that may require a different assumption, provide a citation and explain why that assumption is not appropriate for this purpose.

<table>
<thead>
<tr>
<th>Question number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Form PF Section 1b</td>
<td>Information about the private funds you advise (to be completed by all Form PF filers)</td>
</tr>
</tbody>
</table>

**Section 1b: Information about the private funds you advise**

Subject to Instruction 5, you must complete a separate Section 1b for each private fund that you advise.

**Item A. Reporting fund identifying information**

5. (a) Name of the reporting fund ..........................................................

   (b) Private fund identification number of the reporting fund .................

   (c) NFA identification number of the reporting fund, if applicable .........

   (d) LEI of the reporting fund, if applicable ......................................

6. Check “yes” below if the reporting fund is the master fund of a master-feeder arrangement and you are reporting for all of the funds in the master-feeder arrangement on an aggregated basis. Otherwise, check “no.”

   (See Instruction 5 for information regarding aggregation of master-feeder arrangements. If you respond “yes,” do not complete a separate Section 1b, 1c, 2b, 3 or 4 with respect to any of the feeder funds.)

   □ Yes   □ No

7. (a) Check “yes” below if the reporting fund is the largest fund in a parallel fund structure and you are reporting for all of the funds in the structure on an aggregated basis. Otherwise, check “no.”

   (See Instruction 5 for information regarding aggregation of parallel funds. If you respond “yes,” do not complete a separate Section 1b, 1c, 2b, 3 or 4 with respect to any of the other parallel funds in the structure.)

   □ Yes   □ No

If you responded “yes” to Question 7(a), complete (b) through (e) below for each other parallel fund in the parallel fund structure.

   (b) Name of the parallel fund ..........................................................

   (c) Private fund identification number of the parallel fund .................

   (d) NFA identification number of the parallel fund, if applicable .........

   (e) LEI of the parallel fund, if applicable ......................................

**Item B. Assets, financing and investor concentration**

8. Gross asset value of reporting fund .................................................

   (This amount may differ from the amount you reported in response to question 11 of Form ADV Section 7.B.1. For instance, the amounts may not be the same if you are filing Form PF on a quarterly basis, if you are aggregating a master-feeder arrangement for purposes of this Form PF and you did not aggregate that master-feeder arrangement for purposes of Form ADV Section 7.B.1. or if you are aggregating parallel funds for purposes of this Form PF.)

9. Net asset value of reporting fund ....................................................
10. *Value of reporting fund's investments in equity of other private funds* 

11. *Value of all parallel managed accounts related to the reporting fund* 

   *(If any of your parallel managed accounts relates to more than one of the private funds you advise, only report the value of the account once, in connection with the largest private fund to which it relates.)*

12. Provide the following information regarding the *value of the reporting fund’s borrowings* and the types of creditors.

   *(You are not required to respond to this question for any reporting fund with respect to which you are answering Question 43 in Section 2b. Do not net out amounts that the reporting fund loans to creditors or the value of collateral pledged to creditors.)*

   *(The percentages borrowed from the specified types of creditors should add up to approximately 100%)*

   (a) Dollar amount of total borrowings

   (b) Percentage borrowed from U.S. financial institutions

   (c) Percentage borrowed from non-U.S. financial institutions

   (d) Percentage borrowed from U.S. creditors that are not financial institutions

   (e) Percentage borrowed from non-U.S. creditors that are not financial institutions

13. (a) Does the *reporting fund* have any outstanding derivatives positions?

    ☐ Yes  ☐ No

   (b) If you responded “yes” to Question 13(a), provide the aggregate *value of all derivatives positions of the reporting fund*

   *(You are not required to respond to Question 13 for any reporting fund with respect to which you are answering Question 44 in Section 2b.)*

14. Provide a summary of the *reporting fund’s assets and liabilities* categorized using the hierarchy below. For assets and liabilities that you report internally and to current and prospective investors as representing fair value, or for which you are required to determine fair value in order to report the *reporting fund’s regulatory assets under management on Form ADV*, categorize them into the following categories based on the valuation assumptions utilized:

   Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

   Level 2 – Other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

   Level 3 – Unobservable inputs, such as your assumptions or the fund’s assumptions used to determine the fair value of the asset or liability.

   For any assets and liabilities that you report internally and to current and prospective investors as representing a measurement attribute other than fair value, and for which you are not required to determine fair value in order to report the *reporting fund’s regulatory assets under management on Form ADV*, separately report these assets and liabilities in the “cost-based” measurement column.

   *(If the fund’s financial statements are prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) or another accounting standard that requires the*
Information about the private funds you advise
(to be completed by all Form PF filers)

<table>
<thead>
<tr>
<th>Form PF Section 1b</th>
<th>Information about the private funds you advise</th>
<th>Page 6 of 42</th>
</tr>
</thead>
</table>

- **categorization of assets and liabilities using a fair value hierarchy similar to that established under U.S. GAAP, then respond to this question using the fair value hierarchy established under the applicable accounting standard.**

(This question requires the use of fair values and cost-based measurements, which may be different from the values contemplated by Instruction 15. You are only required to respond to this question if you are filing an annual update or a quarterly update for your fourth fiscal quarter.)

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Assets</td>
<td>$_______</td>
<td>$_______</td>
</tr>
<tr>
<td>Liabilities</td>
<td>$_______</td>
<td>$_______</td>
</tr>
</tbody>
</table>

15. Specify the approximate percentage of the reporting fund’s equity that is beneficially owned by the five beneficial owners having the largest equity interests in the reporting fund.

(For purposes of this question, if you know that two or more beneficial owners of the reporting fund are affiliated with each other, you should treat them as a single beneficial owner.)

16. Specify the approximate percentage of the reporting fund’s equity that is beneficially owned by the following groups of investors.

(Include each investor in only one group. The total should add up to approximately 100%.
With respect to beneficial interests outstanding prior to March 31, 2012, that have not been transferred on or after that date, you may respond to this question using good faith estimates based on data currently available to you.)

   (a) Individuals that are United States persons (including their trusts) ...................
   (b) Individuals that are not United States persons (including their trusts) ..........
   (c) Broker-dealers ..........................................
   (d) Insurance companies ..................................
   (e) Investment companies registered with the SEC ............................................
   (f) Private funds ..........................................
   (g) Non-profits ...........................................
   (h) Pension plans (excluding governmental pension plans) ..............................
   (i) Banking or thrift institutions (proprietary) ............................................
   (j) State or municipal government entities (excluding governmental pension plans)....
   (k) State or municipal governmental pension plans ........................................
   (l) Sovereign wealth funds and foreign official institutions ...........................
   (m) Investors that are not United States persons and about which the foregoing beneficial ownership information is not known and cannot reasonably be obtained because the beneficial interest is held through a chain involving one or more third-party intermediaries ........................................
   (n) Other ...........................................................................
### Item C. Reporting fund performance

17. Provide the reporting fund's gross and net performance, as reported to current and prospective investors (or, if calculated for other purposes but not reported to investors, as so calculated). If the fund reports different performance results to different groups of investors, provide the most representative results. You are required to provide monthly and quarterly performance results only if such results are calculated for the reporting fund (whether for purposes of reporting to current or prospective investors or otherwise).

*(If your fiscal year is different from the reporting fund’s fiscal year, then for any portion of the reporting fund’s fiscal year that has not been completed as of the data reporting date, provide the relevant information from that portion of the reporting fund’s preceding fiscal year.)*

*(Enter your responses as percentages rounded to the nearest one-hundredth of one percent. Performance results for monthly and quarterly periods should not be annualized. If any period precedes the date of the fund’s formation, enter “NA”. You are not required to include performance results for any period with respect to which you previously provided performance results for the reporting fund on Form PF.)*

<table>
<thead>
<tr>
<th>Last day of fiscal period</th>
<th>Gross performance</th>
<th>Net of management fees and incentive fees and allocations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) 1st month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(b) 2nd month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(c) 3rd month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(d) First quarter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(e) 4th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(f) 5th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(g) 6th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(h) Second quarter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) 7th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(j) 8th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(k) 9th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(l) Third quarter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(m) 10th month of reporting fund's fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(n) 11th month of reporting fund’s fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(o) 12th month of reporting fund’s fiscal year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(p) Fourth quarter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(q) Reporting fund’s most recently completed fiscal year</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Section 1c: Information about the *hedge funds* you advise

Subject to Instruction 5, you must complete a separate Section 1c for each *hedge fund* that you advise.

**Item A. Reporting fund identifying information**

18. (a) Name of the *reporting fund* .................................................................

   (b) *Private fund* identification number of the *reporting fund*........................

**Item B. Certain information regarding the reporting fund**

19. Does the *reporting fund* have a single primary investment strategy or multiple strategies?

   [ ] Single primary strategy  [ ] Multi-strategy

20. Indicate which of the investment strategies below best describe the *reporting fund*’s strategies. For each strategy that you have selected, provide a good faith estimate of the percentage of the *reporting fund*’s net asset value represented by that strategy. If, in your view, the *reporting fund*’s allocation among strategies is appropriately represented by the percentage of deployed capital, you may also provide that information.

   *(Select the investment strategies that best describe the reporting fund’s strategies, even if the descriptions below do not precisely match your characterization of those strategies; select "other" only if a strategy that the reporting fund uses is significantly different from any of the strategies identified below. You may refer to the reporting fund’s use of these strategies as of the data reporting date or throughout the reporting period, but you must report using the same basis in future filings.)*

   *(The strategies listed below are mutually exclusive (i.e., do not report the same assets under multiple strategies). If providing percentages of capital, the total should add up to approximately 100%)*

<table>
<thead>
<tr>
<th>Strategy</th>
<th>% of NAV (required)</th>
<th>% of capital (optional)</th>
</tr>
</thead>
<tbody>
<tr>
<td>[ ] Equity, Market Neutral</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Equity, Long/Short</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Equity, Short Bias</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Equity, Long Bias</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Macro, Active Trading</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Macro, Commodity</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Macro, Currency</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Macro, Global Macro</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Relative Value, Fixed Income Asset Backed</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Form PF Section 1c</td>
<td>Information about the hedge funds you advise (to be completed by all Form PF filers that advise hedge funds)</td>
<td>Page 9 of 42</td>
</tr>
<tr>
<td>-------------------</td>
<td>-------------------------------------------------------------------------------------------------</td>
<td>-------------</td>
</tr>
<tr>
<td></td>
<td>Relative Value, Fixed Income Convertible Arbitrage</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Relative Value, Fixed Income Corporate</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Relative Value, Fixed Income Sovereign</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Relative Value, Volatility Arbitrage</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Event Driven, Distressed/Restructuring</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Event Driven, Risk Arbitrage/Merger Arbitrage</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Event Driven, Equity Special Situations</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Credit, Long/Short</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Credit, Asset Based Lending</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Managed Futures/CTA, Fundamental</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Managed Futures/CTA, Quantitative</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investment in other funds</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Other: __________</td>
<td></td>
</tr>
</tbody>
</table>

21. During the reporting period, approximately what percentage of the reporting fund's net asset value was managed using high-frequency trading strategies?

(In your response, please do not include strategies using algorithms solely for trade execution. This question concerns strategies that are substantially computer-driven, where decisions to place bids or offers, and to buy or sell, are primarily based on algorithmic responses to intraday price action in equities, futures and options, and where the total number of shares or contracts traded throughout the day is generally significantly larger than the net change in position from one day to the next.)

- 0%  
- less than 10%  
- 10-25%  
- 26-50%  
- 51-75%  
- 76-99%  
- 100% or more

22. Identify the five counterparties to which the reporting fund has the greatest mark-to-market net counterparty credit exposure, measured as a percentage of the reporting fund’s net asset value.

(For purposes of this question, you should treat affiliated entities as a single group to the extent exposures may be contractually or legally set-off or netted across those entities and/or one affiliate guarantees or may otherwise be obligated to satisfy the obligations of another. CCPs should not be regarded as counterparties for purposes of this question.)

(In your response, you should take into account: (i) mark-to-market gains and losses on derivatives; and (ii) any loans or loan commitments.)

(However, you should not take into account: (i) margin posted by the counterparty; or (ii) holdings of debt or equity securities issued by the counterparty.)
23. Identify the five counterparties that have the greatest mark-to-market net counterparty credit exposure to the reporting fund, measured in U.S. dollars.

(For purposes of this question, you should treat affiliated entities as a single group to the extent exposures may be contractually or legally set-off or netted across those entities and/or one affiliate guarantees or may otherwise be obligated to satisfy the obligations of another. CCPs should not be regarded as counterparties for purposes of this question.)

(In your response, you should take into account: (i) mark-to-market gains and losses on derivatives; and (ii) any loans or loan commitments.)

(However, you should not take into account: (i) margin posted to the counterparty; or (ii) holdings of debt or equity securities issued by the counterparty.)

<table>
<thead>
<tr>
<th>Legal name of the counterparty (or, if multiple affiliated entities, counterparties)</th>
<th>Indicate below if the counterparty is affiliated with a major financial institution</th>
<th>Exposure (in U.S. dollars)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a)</td>
<td>[drop-down list of counterparty names] Other: ________ [Not applicable]</td>
<td></td>
</tr>
<tr>
<td>(b)</td>
<td>[drop-down list of counterparty names] Other: ________ [Not applicable]</td>
<td></td>
</tr>
<tr>
<td>(c)</td>
<td>[drop-down list of counterparty names] Other: ________ [Not applicable]</td>
<td></td>
</tr>
<tr>
<td>(d)</td>
<td>[drop-down list of counterparty names] Other: ________ [Not applicable]</td>
<td></td>
</tr>
<tr>
<td>(e)</td>
<td>[drop-down list of counterparty names]</td>
<td></td>
</tr>
</tbody>
</table>
Form PF Section 1c
Information about the hedge funds you advise
(to be completed by all Form PF filers that advise hedge funds)

| Other: | [Not applicable] |

24. Provide the following information regarding your use of trading and clearing mechanisms during the reporting period.

(Provide good faith estimates of the mode in which instruments were traded and cleared by the reporting fund, and not the market as a whole. For purposes of this question, a “trade” includes any transaction, whether entered into on a bilateral basis or through an exchange, trading facility or other system and whether long or short. With respect to clearing, transactions for which margin is held in a customer omnibus account at a CCP should be considered cleared by a CCP. Tri-party repo applies where repo collateral is held at a custodian (not including a CCP) that acts as a third party agent to both the repo buyer and the repo seller.)

(The total in each part of this question should add up to 100%. Enter “NA” in each part of this question for which the reporting fund engaged in no relevant trades.)

(a) Estimated % (in terms of value) of securities (other than derivatives) that were traded by the reporting fund:

- On a regulated exchange
- OTC

(b) Estimated % (in terms of trade volumes) of derivatives that were traded by the reporting fund:

- On a regulated exchange or swap execution facility
- OTC

(c) Estimated % (in terms of trade volumes) of derivatives that were traded by the reporting fund and:

- Cleared by a CCP
- Bilaterally transacted (i.e., not cleared by a CCP)

(d) Estimated % (in terms of value) of repo trades that were entered into by the reporting fund and:

- Cleared by a CCP
- Bilaterally transacted (i.e., not cleared by a CCP)
- Constitute a tri-party repo

25. What percentage of the reporting fund’s net asset value relates to transactions that are not described in any of the categories listed in items (a) through (d) of Question 24?
Section 2a: Aggregated information about hedge funds that you advise

Item A. Exposure of hedge fund assets

   (Give a dollar value for long and short positions as of the last day in each month of the
   reporting period, by sub-asset class, including all exposure whether held physically,
   synthetically or through derivatives. Enter “NA” in each space for which there are no
   relevant positions.)

   (Include any closed out and OTC forward positions that have not yet expired/matured. Do not
   net positions within sub-asset classes. Positions held in side-pockets should be included as
   positions of the hedge funds. Provide the absolute value of short positions. Each position
   should only be included in a single sub-asset class.)

   (Where “duration/WAT/10-year eq.” is required, provide at least one of the following with
   respect to the position and indicate which measure is being used: bond duration, weighted
   average tenor or 10-year bond equivalent. Duration and weighted average tenor should be
   entered in terms of years to two decimal places.)

<table>
<thead>
<tr>
<th></th>
<th>1st Month</th>
<th>2nd Month</th>
<th>3rd Month</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>LV</td>
<td>SV</td>
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<td>Natural gas</td>
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### Form PF

Section 2a

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<td>(to be completed by large private fund advisers only)</td>
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<th>1st Month</th>
<th>2nd Month</th>
<th>3rd Month</th>
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</thead>
</table>

#### Gold

#### Power

#### Other commodities

#### Other derivatives

#### Physical real estate

#### Investments in internal private funds

#### Investments in external private funds

#### Investments in registered investment companies

#### Cash and cash equivalents

<table>
<thead>
<tr>
<th></th>
<th>Duration</th>
<th>WAT</th>
<th>10-year eq.</th>
</tr>
</thead>
</table>

#### Other deposits

#### Money market funds

#### Other cash and cash equivalents

(excluding government securities)

#### Investments in funds for cash management purposes (other than money market funds)

#### Investments in other sub-asset classes

---

### 27. For each month of the reporting period, provide the value of turnover during the month in each of the asset classes listed below for the hedge funds that you advise.

(Revised value of turnover should be the sum of the absolute values of transactions in the relevant asset class during the period.)

#### Listed equity

#### Corporate bonds (other than convertible bonds)

#### Convertible bonds

#### Sovereign bonds and municipal bonds

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<tr>
<th></th>
<th>1st Month</th>
<th>2nd Month</th>
<th>3rd Month</th>
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<th>U.S. treasury securities</th>
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<td>Agency securities</td>
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<td>GSE bonds</td>
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<td></td>
<td>Sovereign bonds issued by G10 countries other than the U.S.</td>
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<td>Other sovereign bonds (including supranational bonds)</td>
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</tbody>
</table>
28. (a) Provide a geographical breakdown of the investments held by the hedge funds that you advise (by percentage of the total net asset value of these hedge funds).

(See Instruction 15 for information on calculating the numerator for purposes of this Question.)

<table>
<thead>
<tr>
<th>Region</th>
<th>% of NAV</th>
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</thead>
<tbody>
<tr>
<td>(i) Africa</td>
<td></td>
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<tr>
<td>(ii) Asia and Pacific (other than the Middle East)</td>
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<tr>
<td>(iii) Europe (EEA)</td>
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<td>(iv) Europe (other than EEA)</td>
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<tr>
<td>(v) Middle East</td>
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<tr>
<td>(vi) North America</td>
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<tr>
<td>(vii) South America</td>
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<tr>
<td>(viii) Supranational</td>
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</tbody>
</table>

(b) Provide the value of investments in the following countries held by the hedge funds that you advise (by percentage of the total net asset value of these hedge funds).

(See Instruction 15 for information on calculating the numerator for purposes of this Question.)

<table>
<thead>
<tr>
<th>Country</th>
<th>% of NAV</th>
</tr>
</thead>
<tbody>
<tr>
<td>(i) Brazil</td>
<td></td>
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<tr>
<td>(ii) China (including Hong Kong)</td>
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<tr>
<td>(iii) India</td>
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<td>(iv) Japan</td>
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<td>(v) Russia</td>
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<tr>
<td>(vi) United States</td>
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</table>
Section 2b: Information about qualifying hedge funds that you advise.

You must complete a separate Section 2b for each qualifying hedge fund that you advise. However, with respect to master-feeder arrangements and parallel fund structures that collectively comprise qualifying hedge funds, you may report collectively or separately about the component funds as provided in the General Instructions.

Item A. Reporting fund identifying information

29. (a) Name of the reporting fund .................................................................

(b) Private fund identification number of the reporting fund ................................

Item B. Reporting fund exposures and trading

Check this box if you advise only one hedge fund. If you check this box, you may skip Question 30.

☐

30. Reporting fund exposures.

(Give a dollar value for long and short positions as of the last day in each month of the reporting period, by sub-asset class, including all exposure whether held physically, synthetically or through derivatives. Enter “NA” in each space for which there are no relevant positions.)

(Include any closed out and OTC forward positions that have not yet expired/matured. Do not net positions within sub-asset classes. Positions held in side-pockets should be included as positions of the hedge funds. Provide the absolute value of short positions. Each position should only be included in a single sub-asset class.)

(Where “duration/WAT/10-year eq.” is required, provide at least one of the following with respect to the position and indicate which measure is being used: bond duration, weighted average tenor or 10-year bond equivalent. Duration and weighted average tenor should be entered in terms of years to two decimal places.)

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<tr>
<th>1st Month</th>
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<td>LV</td>
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**Listed equity**

Issued by financial institutions ..............

Other listed equity ................................

**Unlisted equity**

Issued by financial institutions ..............

Other unlisted equity ...........................

**Listed equity derivatives**
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<td>Other ABS</td>
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<td></td>
<td>□ Duration □ WAT □ 10-year eq.</td>
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<td>Other structured products</td>
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<td></td>
<td>Credit derivatives</td>
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<td></td>
<td>Single name CDS</td>
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<td>Index CDS</td>
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<td></td>
<td>Exotic CDS</td>
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<td></td>
<td>Foreign exchange derivatives (investment)</td>
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<td></td>
<td>Foreign exchange derivatives (hedging)</td>
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<td></td>
<td>Non-U.S. currency holdings</td>
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<tr>
<td>Form PF Section 2b</td>
<td>Information about qualifying hedge funds that you advise (to be completed by large private fund advisers only)</td>
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<tr>
<td>Interest rate derivatives</td>
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<tr>
<td>Commodities (derivatives)</td>
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<tr>
<td>Crude oil</td>
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<td>Natural gas</td>
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<td>Gold</td>
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<tr>
<td>Power</td>
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<td>Other commodities</td>
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<tr>
<td>Commodities (physical)</td>
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<tr>
<td>Crude oil</td>
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<td>Natural gas</td>
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<td>Gold</td>
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<td>Power</td>
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<td>Other commodities</td>
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<td>Other derivatives</td>
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<tr>
<td>Physical real estate</td>
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<tr>
<td>Investments in internal private funds</td>
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<td>Investments in external private funds</td>
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<tr>
<td>Investments in registered investment companies</td>
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<tr>
<td>Cash and cash equivalents</td>
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<tr>
<td>Certificates of deposit</td>
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<tr>
<td>□ Duration □ WAT □ 10-year eq.</td>
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<tr>
<td>Other deposits</td>
<td></td>
<td></td>
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<tr>
<td>Money market funds</td>
<td></td>
<td></td>
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<tr>
<td>Other cash and cash equivalents (excluding government securities)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments in funds for cash management purposes (other than money market funds)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments in other sub-asset classes</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

31. What is the reporting fund’s base currency?  
   [drop-down of currencies]  
   Other: ____________________
32. Provide the following information regarding the liquidity of the *reporting fund’s portfolio*. *(Specify the percentage by value of the reporting fund’s positions that may be liquidated within each of the periods specified below. Each investment should be assigned to only one period and such assignment should be based on the shortest period during which you believe that such position could reasonably be liquidated at or near its carrying value. Use good faith estimates for liquidity based on market conditions over the reporting period and assuming no fire-sale discounting. In the event that individual positions are important contingent parts of the same trade, group all those positions under the liquidity period of the least liquid part (so, for example, in a convertible bond arbitrage trade, the liquidity of the short should be the same as the convertible bond). Exclude cash and cash equivalents.)* *(The total should add up to approximately 100%)*

<table>
<thead>
<tr>
<th>Percentage of Portfolio</th>
<th>1 Day or Less</th>
<th>2 Days – 7 Days</th>
<th>8 Days – 30 Days</th>
<th>31 Days – 90 Days</th>
<th>91 Days – 180 Days</th>
<th>181 Days – 365 Days</th>
<th>Longer than 365 Days</th>
</tr>
</thead>
</table>

33. *Value of reporting fund’s unencumbered cash* ........................................

34. Total number of open positions (approximate), determined on the basis of each position and not the issuer or counterparty ........................................

35. For each open position of the *reporting fund* that represents 5% or more of the *reporting fund’s net asset value*, provide the information requested below.

<table>
<thead>
<tr>
<th>Percentage of Net Asset Value</th>
<th>Sub-Asset Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) First month of the reporting period</td>
<td></td>
</tr>
<tr>
<td>(i) Position</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(ii) Position</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(b) Second month of the reporting period</td>
<td></td>
</tr>
<tr>
<td>(i) Position</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(ii) Position</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(c) Third month of the reporting period</td>
<td></td>
</tr>
</tbody>
</table>
36. For each of the top five counterparties listed in your response to Question 22 with respect to the reporting fund, provide the following information regarding the collateral and other credit support that the counterparty has posted to the reporting fund.

(For purposes of Questions 36, 37 and 38, include as collateral assets purchased in connection with repos and collateral posted under an arrangement pursuant to which the secured party has loaned securities to the pledgor. Repos and reverse-repos with the same counterparty may be netted to the extent secured by the same type of collateral.)

(a) Counterparty [1, 2, 3, 4, 5]:

(i) value of collateral posted in the form of cash and cash equivalents

(ii) value of collateral posted in the form of securities (other than cash and cash equivalent instruments)

(iii) value of other collateral and credit support posted (including face amount of letters of credit and similar third party credit support)

37. For each of the top five counterparties listed in your response to Question 23 with respect to the reporting fund, provide the following information regarding the collateral and other credit support that the reporting fund has posted to the counterparty.

(a) Counterparty [1, 2, 3, 4, 5]:

(i) value of collateral posted in the form of cash and cash equivalents

(ii) value of collateral posted in the form of securities (other than cash and cash equivalent instruments)

(iii) value of other collateral and credit support posted (including face amount of letters of credit and similar third party credit support)

38. (a) Of the total amount of collateral and other credit support that counterparties have posted to the reporting fund, what percentage:

(i) may be rehypothecated?

(ii) has the reporting fund rehypothecated?

(b) Of the total amount of collateral and other credit support that the reporting fund has posted to counterparties, what percentage may be rehypothecated?

39. During the reporting period, did the reporting fund clear any transactions directly through a CCP?

☐ Yes ☐ No
Item C. Reporting fund risk metrics

40. (a) During the reporting period, did you regularly calculate the VaR of the reporting fund? (Please respond without regard to whether you reported the result of this calculation internally or to investors.)
   ☐ Yes ☐ No

(b) If you responded “yes” to Question 40(a), provide the following information.
   (If you regularly calculate the VaR of the reporting fund using multiple combinations of confidence interval, horizon and historical observation period, complete a separate response to this Question 40(b) for each such combination.)
   (i) Confidence interval used (e.g., 100%-alpha%) (as a percentage) .............
   (ii) Time horizon used (in number of days) ............................................
   (iii) What weighting method was used to calculate VaR?
      ☐ None ☐ Exponential ☐ Other: 
   (iv) If you responded “exponential” to Question 40(b)(iii), provide the weighting factor used (as a decimal to two places) ......................
   (v) What method was used to calculate VaR?
      ☐ Historical simulation ☐ Monte Carlo simulation
      ☐ Parametric ☐ Other: 
   (vi) Historical lookback period used (in number of years; enter “NA” if none used) ........................................
   (vii) VaR at the end of the 1st month of the reporting period
         (as a % of NAV) .................................................................
   (viii) VaR at the end of the 2nd month of the reporting period
        (as a % of NAV) .................................................................
   (ix) VaR at the end of the 3rd month of the reporting period
        (as a % of NAV) ................................................................

41. Are there any risk metrics other than (or in addition to) VaR that you consider to be important to the reporting fund’s risk management?
   (Select all that you consider relevant. Please respond without regard to whether you reported the metric internally or to investors. If none, “None.”)
   [drop-down of risk metrics]
   Other: 

42. For each of the market factors identified below, determine the effect of the specified changes on the reporting fund’s portfolio and provide the results.
   (You may omit a response to any market factor that you do not regularly consider in formal testing in connection with the reporting fund’s risk management. If you omit any market factor, check either the box in the first column indicating that you believe that this market
factor is not relevant to the reporting fund’s portfolio or the box in the second column indicating that this market factor is relevant but not formally tested. For this purpose, “formal testing” means that the adviser has models or other systems capable of simulating the effect of a market factor on the fund’s portfolio, not that the specific assumptions outlined in the question were used in testing.)

(For each market factor, separate the effect on your portfolio into long and short components where (i) the long component represents the aggregate result of all positions whose valuation changes in the same direction as the market factor under a given stress scenario and (ii) the short component represents the aggregate result of all positions whose valuation changes in the opposite direction from the market factor under a given stress scenario.)

(Assume that changes in a market factor occur instantaneously and that all other factors are held constant. If the specified change in any market factor would make that factor less than zero, use zero instead.)

(Please note the following regarding the market factors identified below:

(i) A change in “equity prices” means that the prices of all equities move up or down by the specified amount, without regard to whether the equities are listed on any exchange or included in any index;

(ii) “Risk-free interest rates” means rates of interest accruing on sovereign bonds issued by governments having the highest credit quality, such as U.S. treasury securities;

(iii) A change in “credit spreads” means that all spreads against risk-free interest rates change by the specified amount;

(iv) A change in “currency rates” means that the values of all currencies move up or down by the specified amount relative to the reporting fund’s base currency;

(v) A change in “commodity prices” means that the prices of all physical commodities move up or down by the specified amount;

(vi) A change in “option implied volatilities” means that the implied volatilities of all the options that the reporting fund holds increase or decrease by the specified number of percentage points; and

(vii) A change in “default rates” means that the rate at which debtors default on all instruments of the specified type increases or decreases by the specified number of percentage points.)

<table>
<thead>
<tr>
<th>Not relevant</th>
<th>Relevant/not formally tested</th>
<th>Market factor – changes in market factor</th>
<th>Effect on long components of portfolio (as % of NAV)</th>
<th>Effect on short components of portfolio (as % of NAV)</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐</td>
<td>☐</td>
<td>Equity prices:</td>
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<tr>
<td></td>
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<td>Equity prices increase 5%.................</td>
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<td>Equity prices decrease 5%..................</td>
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<td>Equity prices increase 20%..................</td>
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<td>Equity prices decrease 20%..................</td>
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<tr>
<td>Form PF Section 2b</td>
<td>Information about qualifying hedge funds that you advise (to be completed by large private fund advisers only)</td>
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<tr>
<td>☐ ☐</td>
<td>Risk free interest rates (changes represent a parallel shift in the yield curve):</td>
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<tr>
<td>☐ ☐</td>
<td>Risk free interest rates increase 25bp....</td>
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<td>Risk free interest rates decrease 25bp</td>
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<tr>
<td>☐ ☐</td>
<td>Risk free interest rates increase 75bp</td>
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<tr>
<td>☐ ☐</td>
<td>Risk free interest rates decrease 75bp</td>
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<tr>
<td>☐ ☐</td>
<td>Credit spreads:</td>
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<tr>
<td>☐ ☐</td>
<td>Credit spreads increase 50bp.</td>
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<tr>
<td>☐ ☐</td>
<td>Credit spreads decrease 50bp.</td>
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<tr>
<td>☐ ☐</td>
<td>Credit spreads increase 250bp.</td>
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<tr>
<td>☐ ☐</td>
<td>Credit spreads decrease 250bp.</td>
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<tr>
<td>☐ ☐</td>
<td>Currency rates:</td>
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<tr>
<td>☐ ☐</td>
<td>Currency rates increase 5%.</td>
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<tr>
<td>☐ ☐</td>
<td>Currency rates decrease 5%.</td>
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<tr>
<td>☐ ☐</td>
<td>Currency rates increase 20%.</td>
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<tr>
<td>☐ ☐</td>
<td>Currency rates decrease 20%.</td>
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<td>☐ ☐</td>
<td>Commodity prices:</td>
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<td>☐ ☐</td>
<td>Commodity prices increase 10%.</td>
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<tr>
<td>☐ ☐</td>
<td>Commodity prices decrease 10%.</td>
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<tr>
<td>☐ ☐</td>
<td>Commodity prices increase 40%.</td>
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<td>☐ ☐</td>
<td>Commodity prices decrease 40%.</td>
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<td>☐ ☐</td>
<td>Option implied volatilities:</td>
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<tr>
<td>☐ ☐</td>
<td>Implied volatilities increase 4 percentage points</td>
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<tr>
<td>☐ ☐</td>
<td>Implied volatilities decrease 4 percentage points</td>
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<tr>
<td>☐ ☐</td>
<td>Implied volatilities increase 10 percentage points</td>
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<tr>
<td>☐ ☐</td>
<td>Implied volatilities decrease 10 percentage points</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates (ABS):</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates increase 1 percentage point</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates decrease 1 percentage point</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates increase 5 percentage points</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates decrease 5 percentage points</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates (corporate bonds and CDS):</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates increase 1 percentage point</td>
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<tr>
<td>☐ ☐</td>
<td>Default rates decrease 1 percentage point</td>
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</tbody>
</table>
Item D. Financing information

43. For each month of the reporting period, provide the following information regarding the value of the reporting fund’s borrowings, the types of creditors and the collateral posted to secure its borrowings.

(For each type of borrowing, information is requested regarding the percentage borrowed from specified types of creditors. In each case, the total percentages allocated among these types of creditors should add up to 100%.)

(Do not net out amounts that the reporting fund loans to creditors or the value of collateral pledged to creditors.)

<table>
<thead>
<tr>
<th>Form PF Section 2b</th>
<th>Information about qualifying hedge funds that you advise (to be completed by large private fund advisers only)</th>
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</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Default rates increase 5 percentage points</th>
<th></th>
<th>Default rates decrease 5 percentage points</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>1st Month</th>
<th>2nd Month</th>
<th>3rd Month</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

(a) Dollar amount of unsecured borrowing ........................................

(ii) Percentage borrowed from U.S. financial institutions......

(ii) Percentage borrowed from non-U.S. financial institutions ........................................

(iii) Percentage borrowed from U.S. creditors that are not financial institutions ........................................

(iv) Percentage borrowed from non-U.S. creditors that are not financial institutions ........................................

(b) Secured borrowing.

(Classify secured borrowing according to the legal agreement governing the borrowing (e.g., Global Master Repurchase Agreement for reverse repo and Prime Brokerage Agreement for prime brokerage). Please note that for reverse repo borrowings, the amount should be the net amount of cash borrowed (after taking into account any initial margin/independent amount, ‘haircut’ and repayments). Positions under a Global Master Repurchase Agreement should not be netted.)

(i) Dollar amount via prime brokerage ........................................

(A) value of collateral posted in the form of cash and cash equivalents ........................................

(B) value of collateral posted in the form of securities (other than cash and cash equivalent instruments). ........................................

(C) value of other collateral and credit support posted (including face amount of letters of credit and similar third party credit support) ........................................
<table>
<thead>
<tr>
<th>Form PF Section 2b</th>
<th>Information about qualifying hedge funds that you advise (to be completed by large private fund advisers only)</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(D) percentage borrowed from U.S. financial institutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(E) percentage borrowed from non-U.S. financial institutions</td>
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<td></td>
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<tr>
<td>(F) percentage borrowed from U.S. creditors that are not financial institutions</td>
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<td></td>
</tr>
<tr>
<td>(G) percentage borrowed from non-U.S. creditors that are not financial institutions</td>
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<tr>
<td>(ii) Dollar amount via reverse repo (for purposes of items (A) through (D) below, include as collateral any assets sold in connection with the reverse repo as well as any variation margin)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(A) value of collateral posted in the form of cash and cash equivalents</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(B) value of collateral posted in the form of securities (other than cash and cash equivalent instruments)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(C) value of other collateral and credit support posted (including face amount of letters of credit and similar third party credit support)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(D) percentage borrowed from U.S. financial institutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(E) percentage borrowed from non-U.S. financial institutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(F) percentage borrowed from U.S. creditors that are not financial institutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(G) percentage borrowed from non-U.S. creditors that are not financial institutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(iii) Dollar amount of other secured borrowings</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(A) value of collateral posted in the form of cash and cash equivalents</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(B) value of collateral posted in the form of securities (other than cash and cash equivalent instruments)</td>
<td></td>
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</tr>
<tr>
<td>(C) value of other collateral and credit support posted (including face amount of letters of credit and similar third party credit support)</td>
<td></td>
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</tr>
<tr>
<td>(D) percentage borrowed from U.S. financial institutions</td>
<td></td>
<td></td>
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<tr>
<td>(E) percentage borrowed from non-U.S. financial institutions</td>
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<tr>
<td>Form PF Section 2b</td>
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</tr>
</tbody>
</table>

1. institutions ........................................................................................................................................

(F) percentage borrowed from U.S. creditors that are not financial institutions ................................

(G) percentage borrowed from non-U.S. creditors that are not financial institutions ............................

1st Month 2nd Month 3rd Month

44. For each month of the reporting period, provide the aggregate value of all derivatives positions of the reporting fund (enter "NA" if no outstanding derivatives positions at the end of the relevant period)....

45. For each month of the reporting period, provide the following information regarding the reporting fund’s derivative positions that were not cleared by a CCP and the collateral posted to secure those positions.

   (If the reporting fund is a net receiver of collateral, provide the collateral value as a negative number.)

   1st Month 2nd Month 3rd Month

   (a) Aggregate net mark-to-market value of all derivatives positions of the reporting fund that were not cleared by a CCP (enter "NA" if no relevant derivatives positions outstanding at the end of the relevant period) .................................................................

   (b) Net value of collateral posted by or to the reporting fund in respect of these positions in the form of cash and cash equivalents ........................................................................................................................................

   (c) Net value of collateral posted by or to the reporting fund in respect of these positions in the form of securities (other than cash and cash equivalent instruments) .................................................................................................................................

   (d) Net value of other collateral and credit support posted by or to the reporting fund in respect of these positions (including face amount of letters of credit and similar third party credit support) ..........................................................

46. Financing liquidity:

   (a) Provide the aggregate dollar amount of borrowing by and cash financing available to the reporting fund (including all drawn and undrawn, committed and uncommitted lines of credit as well as any term financing) .........................

   (b) Divide the amount reported in response to Question 46(a) among the periods specified below depending on the longest period for which the creditor is contractually committed to provide such financing.

   (If a creditor (or syndicate or administrative/collateral agent) is permitted to vary unilaterally
the economic terms of the financing or to revalue posted collateral in its own discretion and demand additional collateral, then the financing should be deemed uncommitted for purposes of this question. Uncommitted financing should be included under “1 day or less.”)

(The total should add up to 100%.)

% of total financing

1 day or less ........................................................................................................
2 days – 7 days ...................................................................................................
8 days – 30 days .................................................................................................
31 days – 90 days ................................................................................................
91 days – 180 days ..............................................................................................
181 days – 365 days ...........................................................................................
Longer than 365 days ...........................................................................................

47. Identify each creditor, if any, to which the reporting fund owed an amount in respect of borrowings equal to or greater than 5% of the reporting fund’s net asset value as of the data reporting date. For each such creditor, provide the amount owed to that creditor.

(This question does not require the precise legal name of the creditor; if the creditor belongs to an affiliated group that is included in the list below, select that group and do not enter the creditor’s name in the space for “other.”)

Name of creditor
[drop-down list of creditor/counterparty names]
Other: 

[repeat drop-down list of creditor/counterparty names]
Other: 

[repeat drop-down list of creditor/counterparty names]
Other: 

Dollar amount owed to each creditor

Item E. Investor information

48. (a) As of the data reporting date, what percentage of the reporting fund’s net asset value, if any, is subject to a “side-pocket” arrangement?

(This question relates to whether assets are currently in a side-pocket and not the potential for assets to be moved to a side-pocket.)

(b) Have additional assets been placed in a side-pocket since the end of the prior
Form PF Section 2b | Information about qualifying hedge funds that you advise (to be completed by large private fund advisers only) | Page 30 of 42

reporting period?
(Check “NA” if you reported no assets under Question 48(a) in the current period and/or the prior period.)

☐ Yes ☐ No ☐ NA

49. Provide the following information regarding the reporting fund’s restrictions on investor withdrawals and redemptions.
(For Questions 49 and 30, please note that the standards for imposing suspensions and restrictions on withdrawals/redemptions may vary among funds. Make a good faith determination of the provisions that would likely be triggered during conditions that you view as significant market stress.)

(a) Does the reporting fund provide investors with withdrawal/redemption rights in the ordinary course?

☐ Yes ☐ No

(If you responded “yes” to Question 49(a), then you must respond to Questions 49(b)-(e).

As of the data reporting date, what percentage of the reporting fund’s net asset value, if any:

(b) May be subjected to a suspension of investor withdrawals/redemptions by an adviser or fund governing body (this question relates to an adviser’s or governing body’s right to suspend and not just whether a suspension is currently effective)

(c) May be subjected to material restrictions on investor withdrawals/redemptions (e.g., “gates”) by an adviser or fund governing body (this question relates to an adviser’s or governing body’s right to impose a restriction and not just whether a restriction has been imposed)

(d) Is subject to a suspension of investor withdrawals/redemptions (this question relates to whether a suspension is currently effective and not just an adviser’s or governing body’s right to suspend)

(e) Is subject to a material restriction on investor withdrawals/redemptions (e.g., a “gate”) (this question relates to whether a restriction has been imposed and not just an adviser’s or governing body’s right to impose a restriction)

50. Investor liquidity (as a % of net asset value):

(Divide the reporting fund’s net asset value among the periods specified below depending on the shortest period within which investors are entitled, under the fund documents, to withdraw invested funds or receive redemption payments, as applicable. Assume that you would impose gates where applicable but that you would not completely suspend withdrawals/redemptions and that there are no redemption fees. Please base on the notice period before the valuation date rather than the date proceeds would be paid to investors.)

(The total should add up to approximately 100%)

% of NAV locked for
<table>
<thead>
<tr>
<th>Form PF Section 2b</th>
<th>Information about qualifying hedge funds that you advise (to be completed by large private fund advisers only)</th>
<th>Page 31 of 42</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 day or less</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 days – 7 days</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 days – 30 days</td>
<td></td>
<td></td>
</tr>
<tr>
<td>31 days – 90 days</td>
<td></td>
<td></td>
</tr>
<tr>
<td>91 days – 180 days</td>
<td></td>
<td></td>
</tr>
<tr>
<td>181 days – 365 days</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Longer than 365 days</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Section 3: Information about liquidity funds that you advise.

You must complete a separate Section 3 for each liquidity fund that you advise. However, with respect to master-feeder arrangements and parallel fund structures, you may report collectively or separately about the component funds as provided in the General Instructions.

Item A. Reporting fund identifying and operational information

51. (a) Name of the reporting fund .................................................................
(b) Private fund identification number of the reporting fund ......................

52. Does the reporting fund use the amortized cost method of valuation in computing its net asset value?
   ☐ Yes ☐ No

53. Does the reporting fund use the penny rounding method of pricing in computing its net asset value?
   ☐ Yes ☐ No

54. (a) Does the reporting fund have a policy of complying with the risk limiting conditions of rule 2a-7?
   ☐ Yes ☐ No
(b) If you responded “no” to Question 54(a) above, does the reporting fund have a policy of complying with the following provisions of rule 2a-7:
   (i) the diversification conditions? ☐ Yes ☐ No
   (ii) the credit quality conditions? ☐ Yes ☐ No
   (iii) the liquidity conditions? ☐ Yes ☐ No
   (iv) the maturity conditions? ☐ Yes ☐ No

Item B. Reporting fund assets

55. Provide the following information for each month of the reporting period.

(a) Net asset value of reporting fund as reported to current and prospective investors .................................................................

(b) Net asset value per share of reporting fund as reported to current and prospective investors (to the nearest hundredth of a cent) .................................................................

(c) Net asset value per share of reporting fund (to the nearest hundredth of a cent; exclude the value of any capital support agreement or similar arrangement) .................................................................
Form PF Section 3
Information about liquidity funds that you advise (to be completed by large private fund advisers only)

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(d)</td>
<td>WAM of reporting fund (in days)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(e)</td>
<td>WAL of reporting fund (in days)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(f)</td>
<td>7-day gross yield of reporting fund (to the nearest hundredth of one percent)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(g)</td>
<td>Dollar amount of the reporting fund's assets that are daily liquid assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(h)</td>
<td>Dollar amount of the reporting fund's assets that are weekly liquid assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i)</td>
<td>Dollar amount of the reporting fund's assets that have a maturity greater than 397 days</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

56. Selected product exposures by maturity for liquidity fund assets under management.
   (Give the value of the reporting fund's positions as of the data reporting date in each of the following asset classes, divided by maturity.)
   (Include all exposure whether held physically, synthetically or through derivatives. Include any closed out and OTC forward positions that have not yet expired/matured. Do not net positions within asset classes. Assets held in side-pockets should be included as assets of the reporting fund. Each asset should only be included in a single asset class.)

<table>
<thead>
<tr>
<th>Maturity</th>
<th>1 day or less</th>
<th>2 days to 7 days</th>
<th>8 days to 30 days</th>
<th>31 days to 397 days</th>
<th>Greater than 397 days</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sovereign bonds and municipal bonds</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>U.S. treasury securities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Agency securities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GSE bonds</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sovereign bonds issued by G10 countries other than the U.S.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other sovereign bonds (including supranational bonds)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>U.S. state and local bonds</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<p>| Instruments issued by U.S. financial institutions |
| Unsecured commercial paper |   |   |   |   |   |
| ABCP |   |   |   |   |   |
| ABS and structured products other than ABCP |   |   |   |   |   |
| Certificates of deposit |   |   |   |   |   |
| Floating rate notes |   |   |   |   |   |
| Repos |
| Where assets purchased are U.S. treasury securities or agency securities |   |   |   |   |   |</p>
<table>
<thead>
<tr>
<th>Form PF Section 3</th>
<th>Information about liquidity funds that you advise (to be completed by large private fund advisers only)</th>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Where assets purchased are corporate bonds that are investment grade.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Where other assets are purchased.</td>
<td></td>
</tr>
<tr>
<td>Instruments issued by companies organized in the U.S. (other than U.S. financial institutions)</td>
<td>Unsecured commercial paper.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Corporate bonds (other than unsecured commercial paper), loans, ABS, structured products and repos, combined.</td>
<td></td>
</tr>
<tr>
<td>Instruments issued by non-U.S. financial institutions</td>
<td>Unsecured commercial paper.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>ABCP.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>ABS and structured products other than ABCP.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Certificates of deposit.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Floating rate notes.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Repos.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Where assets purchased are U.S. treasury securities or agency securities.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Where assets purchased are corporate bonds that are investment grade.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Where other assets are purchased.</td>
<td></td>
</tr>
<tr>
<td>Instruments issued by companies organized outside the U.S. (other than non-U.S. financial institutions)</td>
<td>Unsecured commercial paper.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Corporate bonds (other than unsecured commercial paper), loans, ABS, structured products and repos, combined.</td>
<td></td>
</tr>
<tr>
<td>Other instruments</td>
<td>Investments in money market funds.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investments in liquidity funds.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Cash and cash equivalents (other than instruments covered by another category above).</td>
<td></td>
</tr>
</tbody>
</table>

57. For each open position of the reporting fund that represents 5% or more of the reporting fund’s net asset value, provide the information requested below.
Form PF
Section 3

Information about liquidity funds that you advise
(to be completed by large private fund advisers only)

<table>
<thead>
<tr>
<th>% of net asset value</th>
<th>Sub-asset class</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) First month of the reporting period</td>
<td></td>
</tr>
<tr>
<td>(i) Position:</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(ii) Position:</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(b) Second month of the reporting period</td>
<td></td>
</tr>
<tr>
<td>(i) Position:</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(ii) Position:</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(c) Third month of the reporting period</td>
<td></td>
</tr>
<tr>
<td>(i) Position:</td>
<td>[drop-down of asset classes]</td>
</tr>
<tr>
<td>(ii) Position:</td>
<td>[drop-down of asset classes]</td>
</tr>
</tbody>
</table>

Item C. Financing information

58. (a) Is the amount of total borrowing reported in response to Question 12 equal to or greater than 5% of the reporting fund’s net asset value?

☐ Yes ☐ No

(b) If you responded “yes” to Question 58(a) above, divide the dollar amount of total borrowing reported in response to Question 12 among the periods specified below depending on the type of borrowing, the type of creditor and the latest date on which the reporting fund may repay the principal amount of the borrowing without defaulting or incurring penalties or additional fees.

(If a creditor (or syndicate or administrative/collateral agent) is permitted to vary unilaterally the economic terms of the financing or to revalue posted collateral in its own discretion and demand additional collateral, then the borrowing should be deemed to have a maturity of 1 day or less for purposes of this question. For amortizing loans, each amortization payment should be treated separately and grouped with other borrowings based on its payment date.)

(The total amount of borrowings reported below should equal approximately the total amount of borrowing reported in response to Question 12.)

<table>
<thead>
<tr>
<th>1 day or less</th>
<th>2 days to 7 days</th>
<th>8 days to 30 days</th>
<th>31 days to 397 days</th>
<th>Greater than 397 days</th>
</tr>
</thead>
<tbody>
<tr>
<td>(i) Unsecured borrowing</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(A) U.S. financial institutions</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(B) Non-U.S. financial institutions</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(C) Other U.S. creditors</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(D) Other non-U.S. creditors</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(ii) Secured borrowing</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(A) U.S. financial institutions</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form PF
Section 3

Information about liquidity funds that you advise
(to be completed by large private fund advisers only)

| (B) Non-U.S. financial institutions |   |   |   |
| (C) Other U.S. creditors             |   |   |   |
| (D) Other non-U.S. creditors         |   |   |   |

59. (a) Does the reporting fund have in place one or more committed liquidity facilities?

☐ Yes  ☐ No

(b) If you responded “yes” to Question 59(a), provide the aggregate dollar amount of commitments under the liquidity facilities

Item D. Investor information

60. Specify the number of outstanding shares or units of the reporting fund’s stock or similar securities

61. Provide the following information regarding investor concentration.

(For purposes of this question, if you know that two or more beneficial owners of the reporting fund are affiliated with each other, you should treat them as a single beneficial owner.)

(a) Specify the percentage of the reporting fund’s equity that is beneficially owned by the beneficial owner having the largest equity interest in the reporting fund

(b) How many investors beneficially own 5% or more of the reporting fund’s equity?

62. Provide a good faith estimate, as of the data reporting date, of the percentage of the reporting fund’s outstanding equity that was purchased using securities lending collateral

63. Provide the following information regarding the restrictions on withdrawals and redemptions by investors in the reporting fund.

(For Questions 63 and 64, please note that the standards for imposing suspensions and restrictions on withdrawals/redemptions may vary among funds. Make a good faith determination of the provisions that would likely be triggered during conditions that you view as significant market stress.)

As of the data reporting date, what percentage of the reporting fund’s net asset value, if any:

(a) May be subjected to a suspension of investor withdrawals/redemptions by an adviser or fund governing body (this question relates to an adviser’s or governing body’s right to suspend and not just whether a suspension is currently effective)

(b) May be subjected to material restrictions on investor withdrawals/redemptions (e.g., “gates”) by an adviser or fund governing body (this question relates to an adviser’s or governing body’s right to impose a restriction and not just whether a restriction has been imposed)


<table>
<thead>
<tr>
<th>Form PF Section 3</th>
<th>Information about liquidity funds that you advise (to be completed by large private fund advisers only)</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(c)</td>
<td>Is subject to a suspension of investor withdrawals/redemptions (<em>this question relates to whether a suspension is currently effective and not just an adviser’s or governing body’s right to suspend</em>)</td>
<td></td>
</tr>
<tr>
<td>(d)</td>
<td>Is subject to a material restriction on investor withdrawals/redemptions (e.g., a “gate”) (<em>this question relates to whether a restriction has been imposed and not just an adviser’s or governing body’s right to impose a restriction</em>)</td>
<td></td>
</tr>
</tbody>
</table>

64. Investor liquidity (as a % of net asset value):  
*Divide the reporting fund’s net asset value among the periods specified below depending on the shortest period within which investors are entitled, under the fund documents, to withdraw invested funds or receive redemption payments, as applicable. Assume that you would impose gates where applicable but that you would not completely suspend withdrawals/redemptions and that there are no redemption fees. Please base on the notice period before the valuation date rather than the date proceeds would be paid to investors. The total should add up to 100%.*

<table>
<thead>
<tr>
<th>% of NAV locked for</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1 day or less</td>
<td></td>
</tr>
<tr>
<td>2 days – 7 days</td>
<td></td>
</tr>
<tr>
<td>8 days – 30 days</td>
<td></td>
</tr>
<tr>
<td>31 days – 90 days</td>
<td></td>
</tr>
<tr>
<td>91 days – 180 days</td>
<td></td>
</tr>
<tr>
<td>181 days – 365 days</td>
<td></td>
</tr>
<tr>
<td>Longer than 365 days</td>
<td></td>
</tr>
</tbody>
</table>
Section 4: Information about private equity funds that you advise.

You must complete a separate Section 4 for each private equity fund that you advise. However, with respect to master-feeder arrangements and parallel fund structures, you may report collectively or separately about the component funds as provided in the General Instructions.

Item A. Reporting fund identifying information

65. (a) Name of the reporting fund .................................................................

(b) Private fund identification number of the reporting fund .....................

Item B. Reporting fund financing and investments

66. (a) Do you or any of your related persons guarantee, or are you or any of your related persons otherwise obligated to satisfy, the obligations of any portfolio company in which the reporting fund invests?

   (You are not required to respond “yes” simply because a portfolio company is a primary obligor and is also your related person.)

   □ Yes □ No

(b) If you responded “yes” to Question 66(a) above, report the total dollar value of all such guarantees and other obligations ..............................................

67. What is the weighted average debt-to-equity ratio of the controlled portfolio companies in which the reporting fund invests (expressed as a decimal to the tenths place)?

   (Weighting should be based on gross assets of each controlled portfolio company as a percentage of the aggregate gross assets of the reporting fund’s controlled portfolio companies.)

68. What is the highest debt-to-equity ratio of any controlled portfolio company in which the reporting fund invests (expressed as a decimal to the tenths place)?

69. What is the lowest debt-to-equity ratio of any controlled portfolio company in which the reporting fund invests (expressed as a decimal to the tenths place)?

70. What is the aggregate gross asset value of the reporting fund’s controlled portfolio companies?

71. What is the aggregate principal amount of borrowings categorized as current liabilities on the most recent balance sheets of the reporting fund’s controlled portfolio companies?

72. What is the aggregate principal amount of borrowings categorized as long-term liabilities on the most recent balance sheets of the reporting fund’s controlled portfolio companies?
Form PF
Section 4  Information about private equity funds that you advise  
(to be completed by large private fund advisers only)  Page 39 of 42

73. What percentage of the aggregate borrowings of the reporting fund’s controlled portfolio companies is payment-in-kind (PIK) or zero-coupon debt? 

74. During the reporting period, did the reporting fund or any of its controlled portfolio companies experience an event of default under any of its indentures, loan agreements or other instruments evidencing obligations for borrowed money? 

(Do not include a potential event of default (i.e., an event that would constitute an event of default with the giving of notice, the passage of time or otherwise) unless it has become an event of default.)

☐ Yes  ☐ No

75. (a) Does any controlled portfolio company of the reporting fund have in place one or more bridge loans or commitments (subject to customary conditions) for a bridge loan?

☐ Yes  ☐ No

(b) If you responded “yes” to Question 75(a), identify each person that has provided all or part of any bridge loan or commitment to the relevant controlled portfolio company. For each such person, provide the applicable outstanding amount or commitment amount.

<table>
<thead>
<tr>
<th>Name</th>
<th>Outstanding amount of financing, if drawn</th>
<th>Amount of commitment, if undrawn</th>
</tr>
</thead>
<tbody>
<tr>
<td>[repeat drop-down list of creditor/counterparty names]</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other: ________</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[repeat drop-down list of creditor/counterparty names]</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other: ________</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[repeat drop-down list of creditor/counterparty names]</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other: ________</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

76. (a) Is any of the reporting fund’s controlled portfolio companies a financial industry portfolio company?

☐ Yes  ☐ No

(b) If you responded “yes” to Question 76(a), then for each of the reporting fund’s controlled portfolio companies that constitutes a financial industry portfolio company, provide the following information.

<table>
<thead>
<tr>
<th>Legal Name</th>
<th>Address of principal office (include city, state and country)</th>
<th>NAICS code</th>
<th>LEI, if any</th>
<th>Debt-to-equity ratio of portfolio company</th>
<th>Gross asset value of portfolio company</th>
<th>% of reporting fund’s gross assets invested in this portfolio company</th>
<th>% of portfolio company beneficially owned by the reporting fund</th>
</tr>
</thead>
</table>
### Form PF Section 4

**Information about private equity funds that you advise**

(to be completed by large private fund advisers only)

<table>
<thead>
<tr>
<th>NAICS code</th>
<th>% of reporting fund’s total portfolio company investments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

77. Provide a breakdown of the reporting fund’s investments in portfolio companies by industry, based on the NAICS codes of the companies.

(The total should add up to 100%)

<table>
<thead>
<tr>
<th>Region</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>(i) Africa</td>
<td></td>
</tr>
<tr>
<td>(ii) Asia and Pacific (other than the Middle East)</td>
<td></td>
</tr>
<tr>
<td>(iii) Europe (EEA)</td>
<td></td>
</tr>
<tr>
<td>(iv) Europe (other than EEA)</td>
<td></td>
</tr>
<tr>
<td>(v) Middle East</td>
<td></td>
</tr>
<tr>
<td>(vi) North America</td>
<td></td>
</tr>
<tr>
<td>(vii) South America</td>
<td></td>
</tr>
<tr>
<td>(viii) Supranational</td>
<td></td>
</tr>
</tbody>
</table>

78. (a) Provide a geographical breakdown of the gross value of the reporting fund’s investments in portfolio companies (by percentage of the total gross value of the reporting fund’s investments in portfolio companies).

(The total should add up to approximately 100%)

<table>
<thead>
<tr>
<th>Country</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>(i) Brazil</td>
<td></td>
</tr>
<tr>
<td>(ii) China (including Hong Kong)</td>
<td></td>
</tr>
<tr>
<td>(iii) India</td>
<td></td>
</tr>
<tr>
<td>(iv) Japan</td>
<td></td>
</tr>
<tr>
<td>(v) Russia</td>
<td></td>
</tr>
<tr>
<td>(vi) United States</td>
<td></td>
</tr>
</tbody>
</table>
79. If you or any of your related persons (other than the reporting fund) invest in any companies that are portfolio companies of the reporting fund, provide the aggregate dollar amount of these investments.
Section 5: Request for temporary hardship exemption.

You must complete Section 5 if you are requesting a temporary hardship exemption pursuant to SEC rule 204(b)-1(f).

A. For which type of Form PF filing are you requesting a temporary hardship exemption?
   1. If you are not a large hedge fund adviser or large liquidity fund adviser:
      - Initial filing
      - Annual update
      - Final filing
   2. If you are a large hedge fund adviser or large liquidity fund adviser:
      - Initial filing
      - Quarterly update
      - Filing to transition to annual reporting
      - Final filing

B. Provide the following information regarding your request for a temporary hardship exemption (attach a separate page if additional space is needed).
   1. Describe the nature and extent of the temporary technical difficulties when you attempt to submit the filing to the Form PF filing system on the IARD:

   2. Describe the extent to which you previously have submitted documents in electronic format with the same hardware and software that you are unable to use to submit this filing:

   3. Describe the burden and expense of employing alternative means (e.g., a service provider) to submit the filing in electronic format in a timely manner:

   4. Provide any other reasons that a temporary hardship exemption is warranted:
### GLOSSARY OF TERMS

**ABCP**
Asset backed commercial paper, including (but not limited to) structured investment vehicles, single-seller conduits and multi-seller conduit programs. Do not include any positions held via CDS (these should be recorded in the CDS category).

**ABS**
Securities derived from the pooling and repackaging of cash flow producing financial assets.

**Advisers Act**
U.S. Investment Advisers Act of 1940, as amended.

**Affiliate**
With respect to any person, any other person that directly or indirectly controls, is controlled by or is under common control with such person. The term affiliated means that two or more persons are affiliates.

**Agency securities**
Any security issued by a person controlled or supervised by and acting as an instrumentality of the government of the United States pursuant to authority granted by the Congress of the United States and guaranteed as to principal or interest by the United States. Include bond derivatives.

**Annual update**
An update of this Form PF with respect to any fiscal year.

**Borrowings**
Secured borrowings and unsecured borrowings, collectively.

**bp**
Basis points.

**Cash and cash equivalents**
Cash (including U.S. and non-U.S. currencies), cash equivalents and government securities. For purposes of this definition:

- cash equivalents are: (i) bank deposits, certificates of deposit, bankers acceptances and similar bank instruments held for investment purposes; (ii) the net cash surrender value of an insurance policy; and (iii) investments in money market funds; and
- government securities are: (i) U.S. treasury securities; (ii) agency securities; and (iii) any certificate of deposit for any of the foregoing.

**CCP**
Central clearing counterparties (or central clearing houses) (for example, CME Clearing, The Depository Trust & Clearing Corporation, Fedwire and LCH Clearnet Limited).

**CDO/CLO**
Collateralized debt obligations and collateralized loan obligations (including, in each case, cash flow and synthetic) other than MBS.

Do not include any positions held via CDS (these should be recorded in the CDS category).

**CDS**
Credit default swaps, including any LCDS.

**CEA**
U.S. Commodity Exchange Act, as amended.

**CFTC**
U.S. Commodity Futures Trading Commission.

**Combined money market and liquidity fund assets under management**
With respect to any adviser, the sum of: (i) such adviser's *liquidity fund assets under management*; and (ii) such adviser's *regulatory assets under management* that are attributable to *money market funds* that it advises.
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Committed capital</td>
<td>Any commitment pursuant to which a person is obligated to acquire an interest in, or make capital contributions to, the private fund.</td>
</tr>
<tr>
<td>Commodities</td>
<td>Has the meaning provided in the CEA. Include ETFs that hold commodities. For questions regarding commodity derivatives, provide the value of all exposure to commodities that you do not hold physically, whether held synthetically or through derivatives (whether cash or physically settled).</td>
</tr>
<tr>
<td>Commodity pool</td>
<td>A “commodity pool,” as defined in section 1a(10) of the CEA.</td>
</tr>
<tr>
<td>Control</td>
<td>Has the meaning provided in Form ADV. The term controlled has a corresponding meaning.</td>
</tr>
<tr>
<td>Controlled portfolio company</td>
<td>With respect to any private equity fund, a portfolio company that is controlled by the private equity fund, either alone or together with the private equity fund’s affiliates or other persons that are, as of the data reporting date, part of a club or consortium including the private equity fund.</td>
</tr>
<tr>
<td>Convertible bonds</td>
<td>Convertible corporate bonds (not yet converted into shares or cash). Include bond derivatives, but do not include any positions held via CDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td>Corporate bonds</td>
<td>Bonds, debentures and notes, including commercial paper, issued by corporations and other non-governmental entities. Do not include preferred equities. Include bond derivatives, but do not include any positions held via CDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td>CPO</td>
<td>A “commodity pool operator,” as defined in section 1a(11) of the CEA.</td>
</tr>
<tr>
<td>Credit derivatives</td>
<td>Single name CDS, index CDS and exotic CDS.</td>
</tr>
<tr>
<td>Crude oil</td>
<td>For questions regarding crude oil derivatives, provide the value of all exposure to crude oil that you do not hold physically, whether held synthetically or through derivatives (whether cash or physically settled).</td>
</tr>
<tr>
<td>CTA</td>
<td>A “commodity trading advisor,” as defined in section 1a(12) of the CEA.</td>
</tr>
<tr>
<td>Daily liquid assets</td>
<td>Has the meaning provided in rule 2a-7.</td>
</tr>
<tr>
<td>Data reporting date</td>
<td>In the case of an initial filing, the data reporting date is the last calendar day of your most recently completed fiscal year (or, if you are a large hedge fund adviser or large liquidity fund adviser, your most recently completed fiscal quarter). In the case of an annual update, the data reporting date is the last calendar day of your most recently completed fiscal year. In the case of a quarterly update, the data reporting date is the last calendar day of your most recently completed fiscal quarter.</td>
</tr>
<tr>
<td>Dependent parallel managed account</td>
<td>With respect to any private fund, any related parallel managed account other than a parallel managed account that individually (or together with other parallel managed accounts that pursue substantially the same investment objective and strategy and invest side by side in substantially the same positions) has a gross asset value greater than the gross asset value of such private fund (or, if such private fund is a parallel fund, the gross asset value of the parallel fund structure of which it is a part).</td>
</tr>
<tr>
<td>Derivative</td>
<td>All synthetic or derivative exposures to equities, including preferred equities, that</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Exposures to unlisted equities</td>
<td>Are not listed on a regulated exchange. Include single stock futures, equity index futures, dividend swaps, total return swaps (contracts for difference), warrants and rights.</td>
</tr>
<tr>
<td>EEA</td>
<td>The European Economic Area. As of the effective date of this Form PF, the EEA is comprised of: (i) the European Union member states, which are Austria, Belgium, Bulgaria, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, the Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the United Kingdom; and (ii) Iceland, Liechtenstein and Norway.</td>
</tr>
<tr>
<td>ETF</td>
<td>Exchange-traded fund.</td>
</tr>
<tr>
<td>Exempt reporting adviser</td>
<td>Has the meaning provided in Form ADV.</td>
</tr>
<tr>
<td>Exotic CDS</td>
<td>CDSs referencing bespoke baskets or tranches of CDOs, CLOs and other structured investment vehicles, including credit default tranches.</td>
</tr>
<tr>
<td>Feeder fund</td>
<td>See master-feeder arrangement.</td>
</tr>
<tr>
<td>Financial industry portfolio company</td>
<td>Any of the following: (i) a nonbank financial company, as defined in the Financial Stability Act of 2010; or (ii) any bank, savings association, bank holding company, financial holding company, savings and loan holding company, credit union or other similar company regulated by a federal, state or foreign banking regulator, including the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, the National Credit Union Administration or the Farm Credit Administration.</td>
</tr>
<tr>
<td>Firm</td>
<td>The private fund adviser completing or amending this Form PF.</td>
</tr>
<tr>
<td>Foreign exchange derivative</td>
<td>Any derivative whose underlying asset is a currency other than U.S. dollars or is an exchange rate. Cross-currency interest rate swaps should be included in foreign exchange derivatives and excluded from interest rate derivatives. Only one currency side of every transaction should be counted.</td>
</tr>
<tr>
<td>Form ADV</td>
<td>Form ADV, as promulgated and amended by the SEC.</td>
</tr>
<tr>
<td>Form ADV Section 7.B.1</td>
<td>Section 7.B.1 of Schedule D to Form ADV.</td>
</tr>
<tr>
<td>G10</td>
<td>The Group of Ten. As of the effective date of this Form PF, the G10 is comprised of: Belgium, Canada, France, Germany, Italy, Japan, the Netherlands, Sweden, Switzerland, the United Kingdom and the United States.</td>
</tr>
<tr>
<td>Gold</td>
<td>For questions regarding gold derivatives, provide the value of all exposure to gold that you do not hold physically, whether held synthetically or through derivatives (whether cash or physically settled).</td>
</tr>
<tr>
<td>Government entity</td>
<td>Has the meaning provided in Form ADV.</td>
</tr>
<tr>
<td>Gross asset value</td>
<td>Value of gross assets, calculated in accordance with Part 1A, Instruction 6.e(3) of Form ADV.</td>
</tr>
<tr>
<td>Gross notional value</td>
<td>The gross nominal or notional value of all transactions that have been entered into but not yet settled as of the data reporting date. For contracts with variable</td>
</tr>
</tbody>
</table>
nominal or notional principal amounts, the basis for reporting is the nominal or notional principal amounts as of the data reporting date.

**GSE bonds**

Notes, bonds and debentures issued by private entities sponsored by the U.S. federal government but not guaranteed as to principal and interest by the U.S. federal government.

Include bond derivatives, but do not include any positions held via *CDS* (these should be recorded in the *CDS* category).

**Hedge fund**

Any *private fund* (other than a *securitized asset fund*):

(a) with respect to which one or more investment advisers (or *related persons* of investment advisers) may be paid a performance fee or allocation calculated by taking into account unrealized gains (other than a fee or allocation the calculation of which may take into account unrealized gains solely for the purpose of reducing such fee or allocation to reflect net unrealized losses);

(b) that may borrow an amount in excess of one-half of its *net asset value* (including any *committed capital*) or may have gross notional exposure in excess of twice its *net asset value* (including any *committed capital*); or

(c) that may sell securities or other assets short or enter into similar transactions (other than for the purpose of hedging currency exposure or managing duration).

Solely for purposes of this Form PF, any *commodity pool* about which you are reporting or required to report on Form PF is categorized as a *hedge fund*.

For purposes of this definition, do not net long and short positions. Include any borrowings or notional exposure of another person that are guaranteed by the *private fund* or that the *private fund* may otherwise be obligated to satisfy.

**Hedge fund assets under management**

With respect to any adviser, *hedge fund assets under management* are the portion of such adviser’s *regulatory assets under management* that are attributable to *hedge funds* that it advises.

**Index CDS**

*CDS* referencing a standardized basket of credit entities, including *CDS* indices and indices referencing leveraged loans.

**Investment grade**

A security is *investment grade* if it is sufficiently liquid that it can be sold at or near its carrying value within a reasonably short period of time and is subject to no greater than moderate credit risk.

**Interest rate derivative**

Any derivative whose underlying asset is the obligation to pay or the right to receive a given amount of money accruing interest at a given rate. Cross-currency interest rate swaps should be included in *foreign exchange derivatives* and excluded from *interest rate derivatives*.

This information must be presented in terms of 10-year bond-equivalents.

**Investments in external private funds**

Investments in *private funds* that neither you nor your *related persons* advise (other than cash management funds).

**Investments in internal private funds**

Investments in *private funds* that you or any of your *related persons* advise (other than cash management funds).

**Investments in other**

Any investment not included in another *sub-asset class*. 
### Form PF: Glossary of Terms

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>sub-asset classes</strong></td>
<td>Investments in registered investment companies (other than cash management funds, such as money market funds, and ETFs). ETFs should be categorized based on the assets that the fund holds and should not be included in this category.</td>
</tr>
<tr>
<td><strong>Investments in registered investment companies</strong></td>
<td>Any private fund adviser that is required to file Section 2a of Form PF. See Instruction 3 to determine whether you are required to file this section.</td>
</tr>
<tr>
<td><strong>Large hedge fund adviser</strong></td>
<td>Any private fund adviser that is required to file Section 3 of Form PF. See Instruction 3 to determine whether you are required to file this section.</td>
</tr>
<tr>
<td><strong>Large liquidity fund adviser</strong></td>
<td>Any private fund adviser that is required to file Section 4 of Form PF. See Instruction 3 to determine whether you are required to file this section.</td>
</tr>
<tr>
<td><strong>Large private equity adviser</strong></td>
<td>Any large hedge fund adviser, large liquidity fund adviser or large private equity adviser.</td>
</tr>
<tr>
<td><strong>LEI</strong></td>
<td>With respect to any company, the “legal entity identifier” assigned by or on behalf of an internationally recognized standards setting body and required for reporting purposes by the U.S. Department of the Treasury’s Office of Financial Research or a financial regulator. In the case of a financial institution, if a “legal entity identifier” has not been assigned, then provide the RSSD ID assigned by the National Information Center of the Board of Governors of the Federal Reserve System, if any.</td>
</tr>
<tr>
<td><strong>LCDS</strong></td>
<td>Loan credit default swaps.</td>
</tr>
<tr>
<td><strong>Leveraged loans</strong></td>
<td>Loans that are made to entities whose senior unsecured long term indebtedness is non-investment grade. This may include loans made in connection with the financing structure of a leveraged buyout. Do not include any positions held via LCDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td><strong>Liquidity fund</strong></td>
<td>Any private fund that seeks to generate income by investing in a portfolio of short term obligations in order to maintain a stable net asset value per unit or minimize principal volatility for investors.</td>
</tr>
<tr>
<td><strong>Liquidity fund assets under management</strong></td>
<td>With respect to any adviser, liquidity fund assets under management are the portion of such adviser’s regulatory assets under management that are attributable to liquidity funds it advises (including liquidity funds that are also hedge funds).</td>
</tr>
<tr>
<td><strong>Listed equity</strong></td>
<td>Direct beneficial ownership of equities, including preferred equities, listed on a regulated exchange. Do not include synthetic or derivative exposures to equities. ETFs should be categorized based on the assets that the fund holds and should only be included in listed equities if the fund holds listed equities (e.g., a commodities ETF should be categorized based on the commodities it holds).</td>
</tr>
<tr>
<td><strong>Listed equity derivatives</strong></td>
<td>All synthetic or derivative exposures to equities, including preferred equities, listed on a regulated exchange. Include single stock futures, equity index futures, dividend swaps, total return swaps (contracts for difference), warrants and rights.</td>
</tr>
<tr>
<td>Term</td>
<td>Description</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>LV</td>
<td>Value of long positions, measured as specified in Instruction 15.</td>
</tr>
<tr>
<td>Master fund</td>
<td>See master-feeder arrangement.</td>
</tr>
<tr>
<td>Master-feeder arrangement</td>
<td>An arrangement in which one or more funds (&quot;feeder funds&quot;) invest all or substantially all of their assets in a single private fund (&quot;master fund&quot;). A fund would also be a feeder fund investing in a master fund for purposes of this definition if it issued multiple classes (or series) of shares or interests and each class (or series) invests substantially all of its assets in a single master fund.</td>
</tr>
<tr>
<td>Maturity</td>
<td>The maturity of the relevant asset, determined without reference to the maturity shortening provisions contained in paragraph (d) of rule 2a-7 regarding interest rate readjustments.</td>
</tr>
<tr>
<td>MBS</td>
<td>Mortgage backed securities, including residential, commercial and agency. Do not include any positions held via CDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td>Money market fund</td>
<td>Has the meaning provided in rule 2a-7.</td>
</tr>
<tr>
<td>NAICS code</td>
<td>With respect to any company, the six-digit North American Industry Classification System code that best describes the company’s primary business activity and principal source of revenue. If the company reports a business activity code to the U.S. Internal Revenue Service, you may rely on that code for this purpose.</td>
</tr>
<tr>
<td>Natural gas</td>
<td>For questions regarding natural gas derivatives, provide the value of all exposure to natural gas that you do not hold physically, whether held synthetically or through derivatives (whether cash or physically settled).</td>
</tr>
<tr>
<td>Net assets under management</td>
<td>Net assets under management are your regulatory assets under management minus any outstanding indebtedness or other accrued but unpaid liabilities.</td>
</tr>
<tr>
<td>Net asset value or NAV</td>
<td>With respect to any reporting fund, the gross assets reported in response to Question 8 minus any outstanding indebtedness or other accrued but unpaid liabilities.</td>
</tr>
<tr>
<td>NFA</td>
<td>The National Futures Association.</td>
</tr>
<tr>
<td>Non-investment grade</td>
<td>A security is non-investment grade if it is not an investment grade security.</td>
</tr>
<tr>
<td>Non-U.S. financial institution</td>
<td>Any of the following: (i) a financial institution chartered outside the United States; (ii) a financial institution that is separately incorporated or otherwise organized outside the United States but has a parent that is a financial institution chartered in the United States; or (iii) a branch or agency that resides in the United States but has a parent that is a financial institution chartered outside the United States.</td>
</tr>
<tr>
<td>OTC</td>
<td>With respect to any instrument, the trading of that instrument over the counter.</td>
</tr>
<tr>
<td>Other ABS</td>
<td>ABS products that are not covered by another sub-asset class. Do not include any positions held via CDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td>Other commodities</td>
<td>Commodities other than crude oil, natural gas, gold and power. All types of oil and energy products (aside from crude oil and natural gas), including (but not</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>limited to ethanol, heating oil propane</td>
<td>For questions regarding other commodity derivatives, provide the value of all exposure to other commodities that you do not hold physically, whether held synthetically or through derivatives (whether cash or physically settled).</td>
</tr>
<tr>
<td>and gasoline, should be included in this</td>
<td>category.</td>
</tr>
<tr>
<td>category.</td>
<td></td>
</tr>
<tr>
<td>Other derivatives</td>
<td>Any derivative not included in another sub-asset class.</td>
</tr>
<tr>
<td>Other loans</td>
<td>All loans other than leveraged loans. Other loans includes (but is not limited to) bilateral or syndicated loans to corporate entities. Do not include any positions held via LCDS (these should be recorded in the CDS category) or certificates of deposit.</td>
</tr>
<tr>
<td>Other private fund</td>
<td>Any private fund that is not a hedge fund, liquidity fund, private equity fund, real estate fund, securitized asset fund or venture capital fund.</td>
</tr>
<tr>
<td>Other structured products</td>
<td>Any structured products not included in another sub-asset class. Do not include any positions held via CDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td>Parallel fund</td>
<td>See parallel fund structure.</td>
</tr>
<tr>
<td>Parallel fund structure</td>
<td>A structure in which one or more private funds (each, a “parallel fund”) pursues substantially the same investment objective and strategy and invests side by side in substantially the same positions as another private fund.</td>
</tr>
<tr>
<td>Parallel managed account</td>
<td>With respect to any private fund, a parallel managed account is any managed account or other pool of assets that you advise and that pursues substantially the same investment objective and strategy and invests side by side in substantially the same positions as the identified private fund.</td>
</tr>
<tr>
<td>Person</td>
<td>Has the meaning provided in Form ADV.</td>
</tr>
<tr>
<td>Power</td>
<td>For questions regarding power derivatives, provide the value of all exposure to power that you do not hold physically, whether held synthetically or through derivatives (whether cash or physically settled).</td>
</tr>
<tr>
<td>Principal office and place of business</td>
<td>Has the meaning provided in Form ADV.</td>
</tr>
<tr>
<td>Private equity fund</td>
<td>Any private fund that is not a hedge fund, liquidity fund, real estate fund, securitized asset fund or venture capital fund and does not provide investors with redemption rights in the ordinary course.</td>
</tr>
<tr>
<td>Private equity fund assets under</td>
<td>With respect to any adviser, private equity fund assets under management are the portion of such adviser’s regulatory assets under management that are attributable to private equity funds it advises.</td>
</tr>
<tr>
<td>management</td>
<td></td>
</tr>
<tr>
<td>Private fund</td>
<td>Any issuer that would be an investment company as defined in section 3 of the Investment Company Act of 1940 but for section 3(c)(1) or 3(c)(7) of that Act. If any private fund has issued two or more series (or classes) of equity interests whose values are determined with respect to separate portfolios of securities and other assets, then each such series (or class) should be regarded as a separate private fund. This only applies with respect to series (or classes) that you manage as if they were separate funds and not a fund’s side pockets or similar arrangements.</td>
</tr>
</tbody>
</table>
### Form PF: Glossary of Terms

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Private fund adviser</strong></td>
<td>Any investment adviser that (i) is registered or required to register with the SEC (including any investment adviser that is also registered or required to register with the CFTC as a CPO or CTA) and (ii) advises one or more private funds.</td>
</tr>
<tr>
<td><strong>Private fund assets under management</strong></td>
<td>With respect to any adviser, private fund assets under management are the portion of such adviser's regulatory assets under management that are attributable to private funds it advises.</td>
</tr>
<tr>
<td><strong>Qualifying hedge fund</strong></td>
<td>Any hedge fund that has a net asset value (individually or in combination with any feeder funds, parallel funds and/or dependent parallel managed accounts) of at least $500 million as of the last day of any month in the fiscal quarter immediately preceding your most recently completed fiscal quarter.</td>
</tr>
<tr>
<td><strong>Quarterly update</strong></td>
<td>An update of this Form PF with respect to any fiscal quarter.</td>
</tr>
<tr>
<td><strong>Real estate fund</strong></td>
<td>Any private fund that is not a hedge fund, that does not provide investors with redemption rights in the ordinary course and that invests primarily in real estate and real estate related assets.</td>
</tr>
<tr>
<td><strong>Regulatory assets under management</strong></td>
<td>Regulatory assets under management, calculated in accordance with Part 1A, Instruction 5.b of Form ADV.</td>
</tr>
<tr>
<td><strong>Related person</strong></td>
<td>Has the meaning provided in Form ADV.</td>
</tr>
<tr>
<td><strong>Repo</strong></td>
<td>Any purchase of securities coupled with an agreement to sell the same (or similar) securities at a later date at an agreed upon price. Do not include any positions held via CDS (these should be recorded in the CDS category).</td>
</tr>
<tr>
<td><strong>Reporting period</strong></td>
<td>With respect to an annual update, the twelve month period ending on the data reporting date. With respect to a quarterly update, the three month period ending on the data reporting date.</td>
</tr>
<tr>
<td><strong>Reporting fund</strong></td>
<td>A private fund as to which you must report information on Form PF. Typically, each private fund is a reporting fund. However, if you are reporting aggregate information for any master-feeder arrangement or parallel fund structure, only the master fund or the largest parallel fund in the structure (as applicable) should be identified as a reporting fund. See Instructions 3 and 5.</td>
</tr>
<tr>
<td><strong>Reverse repo</strong></td>
<td>Any sale of securities coupled with an agreement to repurchase the same (or similar) securities at a later date at an agreed upon price.</td>
</tr>
<tr>
<td><strong>Risk limiting conditions</strong></td>
<td>The conditions specified in paragraphs (c)(2) (maturity), (c)(3) (quality), (c)(4) (diversification), and (c)(5) (liquidity) of rule 2a-7.</td>
</tr>
<tr>
<td><strong>Rule 2a-7</strong></td>
<td>Rule 2a-7 promulgated by the SEC under the Investment Company Act of 1940.</td>
</tr>
<tr>
<td><strong>SEC</strong></td>
<td>U.S. Securities and Exchange Commission.</td>
</tr>
<tr>
<td><strong>Secured borrowing</strong></td>
<td>Obligations for borrowed money in respect of which the borrower has posted collateral or other credit support. For purposes of this definition, reverse repos are secured borrowings.</td>
</tr>
<tr>
<td><strong>Securities lending collateral</strong></td>
<td>Cash pledged to the reporting fund’s beneficial owners as collateral in respect of securities lending arrangements.</td>
</tr>
<tr>
<td><strong>Securitized asset</strong></td>
<td>Any private fund whose primary purpose is to issue asset backed securities and</td>
</tr>
</tbody>
</table>
**Fund**

whose investors are primarily debt-holders.

**Separately operated**

For purposes of this Form, a related person is separately operated if you are not required to complete Section 7.A. of Schedule D to Form ADV with respect to that related person.

**7-day gross yield**

Based on the 7 days ended on the data reporting date, calculate the liquidity fund's yield by determining the net change, exclusive of capital changes and income other than investment income, in the value of a hypothetical pre-existing account having a balance of one share at the beginning of the period and dividing the difference by the value of the account at the beginning of the base period to obtain the base period return, and then multiplying the base period return by (365/7) with the resulting yield figure carried to the nearest hundredth of one percent. The 7-day gross yield should not reflect a deduction of shareholders fees and fund operating expenses.

**Single name CDS**

CDs referencing a single entity.

**Sovereign bonds**

Any notes, bonds and debentures issued by a national government (including central governments, other governments and central banks but excluding U.S. state and local governments), whether denominated in a local or foreign currency. Include bond derivatives, but do not include any positions held via CDS (these should be recorded in the CDS category).

**Structured products**

Pre-packaged investment products, typically based on derivatives and including structured notes.

**Sub-asset class**

Each sub-asset class identified in Questions 26 and 30.

**$V$**

Value of short positions, measured as specified in Instruction 15.

**Unlisted equity**

Direct beneficial ownership of equities, including preferred equities, that are not listed on a regulated exchange.

Do not include synthetic or derivative exposures to equities.

**U.S. financial institution**

Any of the following: (i) a financial institution chartered in the United States (whether federally-chartered or state-chartered); (ii) a financial institution that is separately incorporated or otherwise organized in the United States but has a parent that is a financial institution chartered outside the United States; or (iii) a branch or agency that resides outside the United States but has a parent that is a financial institution chartered in the United States.

**U.S. treasury securities**


**Unencumbered cash**

The fund's cash and cash equivalents plus the value of overnight repos used for liquidity management where the assets purchased are U.S. treasury securities or agency securities minus the sum of the following (without duplication): (i) cash and cash equivalents transferred to a collateral taker pursuant to a title transfer arrangement; and (ii) cash and cash equivalents subject to a security interest, lien or other encumbrance (this could include cash and cash equivalents in an account subject to a control agreement).

**Unfunded commitments**

Committed capital that has not yet been contributed to the private equity fund by investors.
Form PF: Glossary of Terms

United States person Has the meaning provided in rule 203(m)-1 under the Advisers Act, which includes any natural person that is resident in the United States.

Unsecured borrowing Obligations for borrowed money in respect of which the borrower has not posted collateral or other credit support.

Value See Instruction 15.

VaR For a given portfolio, the loss over a target horizon that will not be exceeded at some specified confidence level.

Venture capital fund Any private fund meeting the definition of venture capital fund in rule 203(l)-1 of the Advisers Act.

WAL Weighted average portfolio maturity of a liquidity fund calculated taking into account the maturity shortening provisions contained in paragraph (d) of rule 2a-7, but determined without reference to the exceptions in paragraph (d) of rule 2a-7 regarding interest rate readjustments.

WAM Weighted average portfolio maturity of a liquidity fund calculated taking into account the maturity shortening provisions contained in paragraph (d) of rule 2a-7.

Weekly liquid assets Has the meaning provided in rule 2a-7.
By the Commodity Futures Trading Commission.

Dated: October 31, 2011.

David A. Stawick,
Secretary.

By the Securities and Exchange Commission.

Dated: October 31, 2011.

Elizabeth M. Murphy,
Secretary.

[FR Doc. 2011–28549 Filed 11–15–11; 8:45 am]

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