

FORM PF – RECENT AMENDMENTS

Summary of key amendments to Form PF, adopted on May 3, 2023. For the first time, advisers must implement real-time monitoring to comply with the new current and quarterly event reporting requirements for Large Hedge Fund Advisers (at least \$1.5 billion in hedge fund AUM) and Private Equity Fund Advisers (at least \$150 million in private equity fund AUM), respectively. Large Private Equity Fund Advisers (at least \$2 billion in private equity AUM) are also subject to enhanced reporting. Terms in bold quotation marks reflect defined terms in the Form PF Glossary.



Lance A. Zinman
Partner and Global Chair,
Financial Markets and
Funds Department
Chicago
+1.312.902.5212
lance.zinman@katten.com



Wendy Cohen
Managing Partner
(New York) and
Co-Chair, Investment
Management and Funds
+1.212.940.3846
wendy.cohen@katten.com



Adam Bolter
Counsel, Financial Markets
and Funds
Chicago
+1.312.902.5204
adam.bolter@katten.com



David Dickstein
Partner, Financial Markets
and Funds
New York
+1.212.940.8506
david.dickstein@katten.com



Christian Hennion
Partner, Financial Markets and
Funds
Chicago
+1.312.902.5521
christian.hennion@katten.com



Richard Marshall
Partner, Financial Markets
and Funds
New York
+1.212.940.8765
richard.marshall@katten.com

CURRENT REPORTS – LARGE HEDGE FUND ADVISERS (WITH REGARD TO QUALIFYING HEDGE FUNDS¹): Report The Triggering Event As Soon As Practicable, No Later Than 72 Hours Following Occurrence

FORM PF SECTION	TRIGGER EVENT / TOPIC	REPORTING REQUIREMENTS	ADDITIONAL NOTES
General Information (Section 5, Item A)	<ul style="list-style-type: none"> Required when any of the below triggering events occur 	<ul style="list-style-type: none"> Identifying information for adviser and “Reporting Fund” 	<ul style="list-style-type: none"> Section 5 Current Reports are filed independently (no updates are required to any other sections of Form PF) Item J, Explanatory Notes, provides an opportunity to disclose any additional information the adviser believes would be helpful in understanding the responses provided
Extraordinary Investment Losses (Section 5, Item B)	<ul style="list-style-type: none"> Aggregate losses of 20% or more of a fund’s “Reporting Fund Aggregate Calculated Value” (RFACV) over a rolling 10 business day period. RFACV is defined as “every position in the reporting fund’s portfolio, including cash, short positions, and fund-level borrowing, with the most recent price or value applied to the position for purposes of managing the investment portfolio” 	<ul style="list-style-type: none"> Beginning and ending date of the 10 business day period “Holding Period Return” Dollar amount of loss over the period 	<ul style="list-style-type: none"> RFACV is comparatively less burdensome than “NAV” (as originally proposed) (e.g., no accruals or fair valuations required) Holding period return is generally calculated by geometrically linking the “Daily Rates of Return” over the applicable holding period (Daily Rates of Return mean the percentage change in the RFACV from one day to the next, adjusted for subscriptions and redemptions)
Margin, Collateral or Equivalent Increase (Section 5, Item C)	<ul style="list-style-type: none"> During any 10 business days, a reporting fund’s posted margin or collateral increases by 20% or more of the “Average Daily RFACV” during that period. Average Daily RFACV is defined as the “average of the daily [RFACV] for the end of the business day on business days one through ten of the reporting period” 	<ul style="list-style-type: none"> Dates of the 10-business-day period over which the increase occurred Total dollar amount of the increase Total dollar amount at beginning and end of the 10-business day-period Average daily RFACV during the 10-business-day period Identity of the counterparty(ies) requiring the increase 	<ul style="list-style-type: none"> Adviser must check one or more applicable boxes that describe its current understanding of the circumstances that led to the margin increase (e.g., regulatory action, independent increase, deteriorating position)
Margin Default / Inability to Meet Margin Call (Section 5, Item D)	<ul style="list-style-type: none"> Adviser notified that the reporting fund is in default on a call for margin, collateral or an equivalent and the reporting fund cannot cover by adding funds; or the Adviser determines that the reporting fund cannot meet a call for increased margin 	<ul style="list-style-type: none"> Date the adviser realizes that a reporting fund is in margin default or will be unable to meet the margin call Dollar amount of the margin call Legal name and LEI (if any) of the counterparty 	<ul style="list-style-type: none"> Adviser must check one or more applicable boxes that describe its current understanding of the circumstances that led to the reporting fund being unable to meet the margin call
Counterparty Default (Section 5, Item E)	<ul style="list-style-type: none"> A counterparty to the reporting fund fails to meet a call for margin, collateral or an equivalent or other contractually agreed upon payment (taking into account cure periods) and the amount is greater than 5% of RFACV 	<ul style="list-style-type: none"> Date of the default Dollar amount of default Legal name and LEI (if any) of the counterparty 	
Termination / Material Restriction Re: Prime Broker Relationship (Section 5, Item F)	<ul style="list-style-type: none"> A prime broker terminates or materially restricts its relationship with the reporting fund, in markets where the prime broker continues to be active; or Either party terminates the agreement within the last 72 hours (in accordance with the Section 5 current reporting period) and a termination event was triggered in the prime brokerage agreement within the last 12 months other than termination events that are isolated to the financial state, activities, or other conditions solely of the prime broker 	<ul style="list-style-type: none"> Date of the termination or material restriction Date of the termination (if different than date of material restriction) Legal name and the LEI (if any) of the counterparty 	<ul style="list-style-type: none"> Material restriction includes any change in the terms of its relationship that significantly limits the reporting fund’s ability to operate under the terms of the original agreement or that significantly impairs the reporting fund’s ability to trade which would “amount to an effective firing of the fund” (e.g., imposing substantial changes to credit limits or significant price increases, or stating that the prime broker ceases to support the reporting fund in an important market or asset type, even without a formal termination)
Operations Event (Section 5, Item G)	<ul style="list-style-type: none"> Any significant disruption or degradation of the reporting fund’s “Critical Operations” “Critical operations” means operations necessary for (1) the investment, trading, valuation, reporting, and risk management of the reporting fund; or (2) the operation of the reporting fund in accordance with Federal securities laws and regulations 	<ul style="list-style-type: none"> Date the event occurred (or estimate) Date the event was discovered Whether the adviser initiated a disaster recovery or business continuity plan relating to the event 	<ul style="list-style-type: none"> Adviser must check one or more boxes that describe the circumstances that led to the disruption of operations and the areas that were impacted as a result While the final rule no longer defines “significant disruption or degradation” to mean a 20% disruption or degradation of normal volume or capacity, the 20% threshold remains a strong indicator as to the Commission’s view (where applicable)
Significant Withdrawals and Redemptions (Section 5, Item H)	<ul style="list-style-type: none"> Reporting fund receives cumulative requests for withdrawals or redemptions equal to or exceeding 50% of the reporting fund’s most recent NAV (after netting against subscriptions or other contributions from investors received and contractually committed) 	<ul style="list-style-type: none"> Date on which the net redemption requests exceeded 50% of the most recent NAV Net value of redemptions paid from the reporting fund between the last data reporting date and the date of the current report Percentage of the reporting fund’s NAV for which redemption requests were received If the adviser has notified investors that the reporting fund will liquidate 	<ul style="list-style-type: none"> Reporting requirement disregards effect of preexisting gates or similar contractual liquidity limitations, which may serve to reduce amounts ultimately withdrawn from reporting fund Filers can use explanatory notes field to address reports believed to be “false positives” (e.g., ordinary course withdrawal flows)
Unable to Satisfy/ Suspension of Redemptions (Section 5, Item I)	<ul style="list-style-type: none"> Reporting fund is unable to pay redemption requests; or Reporting fund has suspended redemptions for more than five consecutive business days 	<ul style="list-style-type: none"> Date the reporting fund was unable to pay redemption requests or suspended redemptions Percentage of redemptions requested and not yet paid Whether the adviser has notified investors that the reporting fund will liquidate 	

¹ “Qualifying Hedge Fund” means “[a]ny 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.”

QUARTERLY REPORTS – ALL PRIVATE EQUITY FUND ADVISERS: Report The Triggering Event Within 60 days Following Fiscal Quarter End

FORM PF SECTION	TRIGGER EVENT / TOPIC	REPORTING REQUIREMENTS	ADDITIONAL NOTES
General Information (Section 6, Item A)	<ul style="list-style-type: none"> Required when any of the below triggering events occur 	<ul style="list-style-type: none"> Identifying information for adviser and reporting fund 	<ul style="list-style-type: none"> Section 6 Quarterly Reports are filed independently (no updates are required to any other sections of Form PF) Item D, Explanatory Notes, provides an opportunity to disclose any additional information the adviser believes would be helpful in understanding the responses provided
Adviser-Led Secondaries (Section 6, Item B)	<ul style="list-style-type: none"> Completion of an “Adviser-Led Secondary Transaction” “Adviser-led secondary transaction” is defined as “any transaction initiated by the adviser or any of its related persons that offers private fund investors the choice to: (i) sell all or a portion of their interests in the private fund or (ii) convert or exchange all or a portion of their interests in the private fund for interests in another vehicle advised by the adviser or any of its related persons.” 	<ul style="list-style-type: none"> Closing date of transaction Description of transaction 	<ul style="list-style-type: none"> Transactions are only subject to reporting if they are <i>initiated</i> by a private equity fund’s adviser or a related person of the adviser (e.g., unsolicited requests facilitated by the adviser would not be a triggering event)
General Partner Removal; Termination of Investment Period or Fund (Section 6, Item C)	<ul style="list-style-type: none"> Reporting fund or the Adviser or its affiliate receives notification that investors have (i) removed Adviser or its affiliate as the general partner (or similar control person) of the reporting fund; (ii) elected to terminate the reporting fund’s investment period; or (iii) elected to terminate the reporting fund (in each case, as contemplated by fund governing documents) 	<ul style="list-style-type: none"> Effective date of the removal or termination event Description of the removal and termination event 	

ENHANCED REPORTING – LARGE PRIVATE EQUITY FUND ADVISERS: Report Within 120 Days Following Fiscal Year End

FORM PF SECTION	TRIGGER EVENT / TOPIC	REPORTING REQUIREMENTS	ADDITIONAL NOTES
Section 4, Item D, Q.82	<ul style="list-style-type: none"> “General Partner Clawbacks” or “Limited Partner Clawbacks” in excess of an aggregate amount equal to 10% of a fund’s aggregate capital commitments 	<ul style="list-style-type: none"> Effective date (when the obligation arises, not when paid) Type of clawback (GP or LP) Reason for clawback 	<ul style="list-style-type: none"> GP clawback generally refers to an obligation to return performance-based compensation pursuant to fund governing documents LP clawback generally refers to an obligation of fund’s investors to return all or a portion of a fund distribution to satisfy a liability of the fund pursuant to fund governing documents Once LP clawbacks reach 10% threshold, any additional LP clawbacks must be reported (regardless of size)
Section 4, Item B, Q.66	<ul style="list-style-type: none"> Private equity fund investment strategies 	<ul style="list-style-type: none"> Investment strategy(ies) used Percentage deployed capital for each investment strategy defined 	<ul style="list-style-type: none"> Drop-down box includes list of investment strategies from which to choose (e.g., private credit, real estate, digital assets, etc. and also includes “other category” with required explanation)
Section 4, Item C, Q.68	<ul style="list-style-type: none"> Fund-level “Borrowings” 	<ul style="list-style-type: none"> Dollar amount of total “borrowings” (secured and unsecured) Percentages of total borrowings (totaling 100%) from various types of creditors (“U.S. Financial Institutions”; “Non-U.S. Financial Institutions”; other U.S. and non-U.S. creditors that are not financial institutions) To extent the reporting fund borrows or has the ability to borrow at the fund level as an alternative or complement to financing of portfolio companies, disclose the total dollar amount available and average amount borrowed over reporting period with respect to credit secured by (i) fund investments; (ii) “Unfunded Commitments”; (iii) a combination of investments and unfunded commitments; or (iv) other, with explanation 	<ul style="list-style-type: none"> SEC historically focused on the use of subscription lines of credit
Section 4, Item C, Q.77 (previously Q.74)	<ul style="list-style-type: none"> Events of default under borrowing agreements (more granular disclosure) 	<ul style="list-style-type: none"> Identify nature of the default event under the borrowing agreement (<i>i.e.</i>, payment default by reporting fund; payment default by “Controlled Portfolio Company”; or default related to a failure to uphold contractual terms under the borrowing agreement (other than payment default)) 	<ul style="list-style-type: none"> Reporting requirements identified reflect changes only (existing requirements remain as well)
Section 4, Item C, Q.78 (previously Q.75)	<ul style="list-style-type: none"> Bridge financing to controlled portfolio company 	<ul style="list-style-type: none"> Additional information related to counterparties that provide bridge financing to a controlled portfolio company including the counterparty’s LEI (if any) and if the counterparty is affiliated with a major financial institution, name of financial institution 	<ul style="list-style-type: none"> Reporting requirements identified reflect changes only (existing requirements remain as well)
Section 4, Item B, Q.67 (previously Q.78)	<ul style="list-style-type: none"> Geographic breakdown of investments 	<ul style="list-style-type: none"> Identify, by ISO country code, each country to which the fund’s investments in portfolio companies represents 10% or more of fund “NAV” 	<ul style="list-style-type: none"> Significant streamlining of existing Q.78 Look to Instruction 15 in calculating the numerator (<i>i.e.</i>, value of fund investments)

*Associate Eli Krasnow, Financial Markets and Funds, contributed to this chart. Attorney advertising. Published as a source of information only. The material contained herein is not to be construed as legal advice or opinion.