



## Jessica D. Cohn

### Associate

Washington DC  
+1.202.778.9039

Jessica.Cohn@klgates.com

## OVERVIEW

Jessica Cohn is an associate in the firm's Washington, D.C., office and a member of the Asset Management and Investment Funds practice area. Jessica advises registered investment companies and their independent board members on regulatory, compliance, and transactional matters arising under the U.S. federal securities laws, including on issues related to fund organization, registration, regulatory filings, changes to, and the implementation of, investment strategies, acquisitions and fund adoption transactions, and utilizing a manager-of-managers structure. Jessica has experience representing closed-end investment companies in offerings of preferred stock, establishing and refinancing various forms of leverage, proxy solicitations, and tender offers.

Jessica also advises clients regarding the formation and registration of broker-dealers with the SEC and the FINRA new membership application (NMA) process, including by preparing required materials, filing forms and applications, and responding to requests from FINRA's membership application program group.

## PROFESSIONAL BACKGROUND

Prior to joining the firm, Jessica served as an associate in the Washington, D.C. office of a national law firm, where she was a member of the Investment Management group and focused on regulatory and compliance matters affecting investment companies and registered investment advisers. Through this role, she regularly advised clients on establishment, registration, and operation of registered investment companies and their ongoing regulatory reporting and compliance obligations. Prior to receiving her law degree, Jessica worked in finance at an asset management company.

## EDUCATION

- J.D., Washington and Lee University School of Law, 2015 (*cum laude*, *Senior Articles Editor for the German Law Journal*)
- B.Sc., Northeastern University, 2008 (*summa cum laude*)

## ADMISSIONS

- Bar of District of Columbia
- Bar of New York

## THOUGHT LEADERSHIP *POWERED BY HUB*

- 20 March 2024, NAPFM, AIMA, and MFA File Complaint Against SEC's New Dealer Rule
- 29 February 2024, SEC Expands "Dealer" Definition to Capture Liquidity Providers
- 7 February 2024 , SEC Expands Definition of Dealers and Government Securities Dealers
- 30 March 2023, United States: Goodbye M&A Brokers No Action Letter, Hello Federal Exemption
- 18 January 2023, Progress for M&A Brokers: Congress Passes New Exemption from Securities Broker Registration
- 29 December 2022, United States: A Holiday Gift for M&A Brokers: Congress Passes New Exemption From Securities Broker Registration
- 6 December 2022, United States: SEC Throws a Flag on Red Flags Programs

## NEWS & EVENTS

- 12 September 2023, K&L Gates Assists Focus Financial Partners on US\$7B Acquisition

## AREAS OF FOCUS

- Asset Management and Investment Funds

## REPRESENTATIVE EXPERIENCE

- Represented an investment adviser in connection with the acquisition of assets of another investment adviser and acquisition of exclusive licensing rights to use the index tracked by the newly created series.
- Advised a closed-end fund in connection with its refinancing of two separate series of variable rate munifund term preferred shares, which involved the declaration of a special terms period for each series.
- Represented an investment adviser in connection with fund adoptions, including related agreements and fund proxy solicitation documents, involving the transfer of management of mutual funds from one investment adviser to another.
- Advised multiple clients on registering with the SEC as a broker-dealer and obtaining FINRA membership through the FINRA new membership application (NMA) process.

- Negotiated the resolution of SEC staff comments regarding registration statements relating to fund launches.