



C. Todd Gibson

Partner

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OVERVIEW

Todd Gibson is a member of the firm's investment management, hedge funds and alternative investments practice group. His clients include registered investment companies, hedge funds, venture capital and private equity funds of all sizes, and he provides advice and counselling on a full range of structuring, regulatory, and compliance matters. Todd has assisted a variety of managers navigate laws and regulations governing the activities of investment advisers (including exemptions from registration), and he regularly advises U.S. and non-U.S. clients with respect to compliance with U.S. and European regulatory requirements. He regularly works with global managers on providing investment management services and selling pooled investment products (including UCITS funds) on a cross-border basis, both inbound and outbound from the U.S.

Todd also represents companies from various industries on status issues under the Investment Company Act of 1940, and has assisted operating companies with the development of internal policies and procedures to ensure compliance. He has also provided structuring advice to managers with respect to various alternative asset classes to identify applicable exclusions from the definition of an investment company.

As a member of the firm's fintech group, Todd, also counsels asset managers and digital financial service providers with respect to their use of technology to deliver their products and services.

PROFESSIONAL BACKGROUND

Prior to joining the firm, Todd worked in a Pittsburgh law firm where his focus was on the financial industry and investment management.

SPEAKING ENGAGEMENTS

- Panelist, "Introduction to the Advisers Act," NRS webinar, 4 August 2020.
- Panelist, "Liquidity Risk Management and the SEC's Proposed Rules: Impact and Program Considerations," 2016 NICSA Strategic Leadership Forum, 1-2 February 2016.
- "Changing Landscape of Distribution Channels," UCITS & AIFMD for US Managers Conference, 25 February 2015.

- “Marketing of non-US Funds into the US: US Regulations Impacting Private Offerings of non-US Funds,” Global Funds Distribution: USA 2014, 26-27 February 2014.
- Panelist, “Is globalization now doomed,” International Bar Association's 24th Annual Conference on the Globalisation of Investment Funds, 10 June 2013.
- “Developments in the Landscape for International Vehicles: UCITS and Other Ways to Tap into the Global Market,” Financial Research Associates' 13th Annual Sub-Advised Funds Forum, 19 April 2012.
- “Key Implementation Challenges: Distribution Concens for UCITS Funds,” Financial Research Associates' UCITS for Fund Managers, 8 November 2012.
- “UCITS -- What's Next?,” International Bar Association's 19th Annual Conference on the Globalisation of Investment Funds, 3 June 2008.
- “Markets in Financial Instruments Directive (MiFid),” Investment Company Institute's Mutual Funds and Investment Management Conference, 16 March 2008.
- Panelist, “International Issues - Cross-Border Marketing and Advisory Services,” Investment Company Institute's Mutual Funds and Investment Management Conference, 25 March 2007.

EDUCATION

- J.D., Duquesne University School of Law, 1992 (*Member of the Duquesne Law Review*)
- B.S., West Virginia University, 1989

ADMISSIONS

- Bar of Massachusetts
- Bar of Pennsylvania

THOUGHT LEADERSHIP POWERED BY HUB

- 9 November 2023, Asset Management and Investment Funds Fall Conferences - Boston
- 12 June 2023, United States: SEC Charges Investment Adviser for Inadequate Policies and Procedures Regarding Valuation of Private Fund Assets
- 19 January 2023, United Arab Emirates: SCA Overhauls Regulations Governing Foreign Fund Offerings
- 14 April 2022, United States: Being a SPAC is No Fun(d): SEC Proposes "Safe Harbor" Exclusion for SPACs
- 9 February 2022, Reporting of U.S. Ownership on Tic Form SHC Due by March
- 23 August 2021, SEC Increases the "Qualified Client" Net Worth and Assets Under Management Thresholds
- 12 May 2021, Insurance Companies as Investors

- 11 September 2020, Summer's Over, but the Pool Is Open: SEC Expands the Definition of Accredited Investor
- 29 July 2020, SEC Proposes Amendments to Form 13F, Proposes Increasing 13F Reporting Threshold
- 29 May 2020, TALF 2.0 FAQs Round Two: Questions Answered
- 13 May 2020, TALF 2.0 FAQs Released: More Questions Raised
- 23 March 2020, COVID-19: SEC Provides Guidance to Funds Conducting Shareholder Meetings
- 16 March 2020, Volcker Revamp Viewed Vividly: What You Need to Know About the Agencies' Proposal to Modify Restrictions on Covered Funds
- 26 September 2019, SEC Issues New Guidance for Investment Advisers on Proxy Voting
- 29 August 2019, Federal Financial Regulators Ease "Volcker Rule" Restrictions on Proprietary Trading
- April 2019, Mutual Fund Distribution Roundtable
- 16 January 2019, SEC Issues Risk Alert on Cash Solicitation Rule
- 16 May 2018, Commissioner Peirce Remarks on the Challenges of Cryptocurrency Regulation
- May 2018, Raising Fund Assets in a Global Regulatory Environment
- 14 March 2018, Less Form, More Substance: The SEC Staff's Recent Functional Approach to Section 3(c)(5)(C)
- 13 December 2017, Materials from the 2017 London Investment Management Conference
- October 2017, MiFID II Implementation for U.S. Investment Managers
- 31 July 2017, U.S. SEC issues report on digital currencies and related autonomous organizations
- 21 July 2017, MiFID II Toolkit for Global Investment Managers
- 29 June 2017, RegTech: A U.S. regulator's view on artificial intelligence in risk assessment
- 12 April 2017, Cross Border Master-Feeder Arrangements: SEC Staff Slightly Expands Utility of Offshore Feeders for Global Investment Management Firms, but Tax and Other Challenges Remain
- 2 April 2017, The Future is Arriving Quickly: Global Asset Manager Migrating to Computer-Based Management
- 2 March 2017, SEC guidance on roboadvice
- 3 November 2016, The U.S. Wants a Sandbox Too
- 28 October 2016, A guide to doing FinTech business in the U.S. and Germany
- 21 October 2016, Getting the Deal Through – Fintech 2017

- 12 October 2016, Blockchain 101 for Asset Managers
- 21 July 2016, Massachusetts Issues Guidelines for Using Third-Party Robo-Advisers
- 21 July 2016, Massachusetts Issues Guidelines for Using Third-party Robo-advisers
- 9 May 2016, FinCEN proposal to impose AML obligations on U.S. Funding Portals
- 7 April 2016, U.S. Regulatory Scrutiny of Robo-Advisers and Other Providers of Digital Investment Advice
- 22 January 2016, Joining the Crowd: SEC Adopts Final Crowdfunding Regulations - Part III - Intermediaries
- 12 January 2016, Permanent U.S. Withholding Tax Relief for Non-U.S. Investors in U.S. Mutual Funds
- 19 November 2015, Joining the Crowd: SEC Adopts Final Crowdfunding Regulations — Part II — Issuers
- 10 November 2015, Joining the Crowd: SEC Adopts Final Crowdfunding Regulations - Part I
- 23 October 2015, ESMA Consults on Guidelines on Sound Remuneration Policies under the UCITS V Directive and AIFMD
- 13 October 2015, UCITS V Directive—Overview and Practical Implications
- 31 July 2015, AIFMD Passport a "No-Go" for U.S. Managers

OTHER PUBLICATIONS

- FinTech, RegTech, and the Financial Services Industry, Chapter 4, "Raising Equity Capital Through Regulation Crowdfunding," *Practicing Law Institute*, July 2021
- "Volcker Rule 2.0 is here to stay: Congress refuses to exercise rights under CRA," *AIMA Journal Edition 126*, June 2021
- "Blockchain 101 for Asset Managers," *The Investment Lawyer* Vol. 23, No. 10, October 2016

NEWS & EVENTS

- 12 February 2024, K&L Gates and QFC Asset Management Workshop
- 1 February 2024, K&L Gates Advises on Launch of Invest AD Global Asset Manager and Invest AD Blackstone Private Debt Fund
- 28 November 2023 and 5 December 2023, 2023 ETF Think Tanks
- 12 September 2023, K&L Gates Assists Focus Financial Partners on US\$7B Acquisition
- 1 March 2023, K&L Gates Advises Microsoft on Continued Investment in ChatGPT Creator OpenAI
- 18 May 2022, K&L Gates Advises Albemarle Corporation on \$1.7 Billion Senior Notes Offering

- 3 March 2022, K&L Gates Advises Vertical Bridge in \$1.4 Billion Asset-Backed Securitization
- 04 November 2021, K&L Gates Advises ReGen Ventures On Establishment Of Debut Fund
- 6 October 2021, 2021 Investment Management Conference
- 3 December 2020, K&L Gates Advises EXASOL AG and Hauck & Aufhäuser on €43 Million Capital Increase
- 27 November 2019, K&L Gates Advises on Cross-Border \$1.3 Billion Pending Tender Offer for Veloxis Pharmaceuticals

MEDIA MENTIONS

- "Goal Investment Management's Launch of Investment Fund," *Global Legal Chronicle*, 25 May 2022
- "Albemarle closes USD 1.7 billion notes deal," *International Business Reports*, 19 May 2022
- ReGen Ventures' Establishment of ReGen Ventures Fund 1, *Global Legal Chronicle*, 11 November 2021

AREAS OF FOCUS

- Asset Management and Investment Funds
- Fintech Lending
- Global Distribution
- Global Financial Services Regulation
- Hedge Funds
- Investment Advisers
- Investment Funds
- Private Equity Transactions
- Real Estate Funds
- U.S. Registered Investment Companies
- UCITS

INDUSTRIES

- Artificial Intelligence
- Financial Services
- Fintech

- Private Equity
- Technology