



## 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, "Liquidity Risk Management and the SEC's Proposed Rules: Impact and Program Considerations," 2016 NICSA Strategic Leadership Forum, February 1-2, 2016.
- "Changing Landscape of Distribution Channels," UCITS & AIFMD for US Managers Conference, February 25, 2015.

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

- 11 September 2020, Summer's Over, but the Pool Is Open: SEC Expands the Definition of Accredited Investor (*Alerts/Updates*)
- 29 July 2020, SEC Proposes Amendments to Form 13F, Proposes Increasing 13F Reporting Threshold (*Alerts/Updates*)
- 29 May 2020, TALF 2.0 FAQs Round Two: Questions Answered (*Alerts/Updates*)
- 13 May 2020, TALF 2.0 FAQs Released: More Questions Raised (*Alerts/Updates*)
- 23 March 2020, COVID-19: SEC Provides Guidance to Funds Conducting Shareholder Meetings (*Alerts/Updates*)

- 16 March 2020, Volcker Revamp Viewed Vividly: What You Need to Know About the Agencies' Proposal to Modify Restrictions on Covered Funds (*Alerts/Updates*)
- 26 September 2019, SEC Issues New Guidance for Investment Advisers on Proxy Voting (*Alerts/Updates*)
- 29 August 2019, Federal Financial Regulators Ease "Volcker Rule" Restrictions on Proprietary Trading (*Alerts/Updates*)
- April 2019, Mutual Fund Distribution Roundtable (*Research Surveys*)
- 16 January 2019, SEC Issues Risk Alert on Cash Solicitation Rule (*Alerts/Updates*)
- 16 May 2018, Commissioner Peirce Remarks on the Challenges of Cryptocurrency Regulation (*Research Surveys*)
- May 2018, Raising Fund Assets in a Global Regulatory Environment (*Research Surveys*)
- 14 March 2018, Less Form, More Substance: The SEC Staff's Recent Functional Approach to Section 3(c)(5)(C) (*Alerts/Updates*)
- 13 December 2017, Materials from the 2017 London Investment Management Conference (*Presentations*)
- October 2017, MiFID II Implementation for U.S. Investment Managers (*Research Surveys*)
- 31 July 2017, U.S. SEC issues report on digital currencies and related autonomous organizations (*Research Surveys*)
- 21 July 2017, MiFID II Toolkit for Global Investment Managers (*Alerts/Updates*)
- 29 June 2017, RegTech: A U.S. regulator's view on artificial intelligence in risk assessment (*Research Surveys*)
- 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 (*Alerts/Updates*)
- 2 April 2017, The Future is Arriving Quickly: Global Asset Manager Migrating to Computer-Based Management (*Research Surveys*)
- 16 March 2017, The Artificial Intelligence Gateway For the Investment and Business Community (*Research Surveys*)
- 2 March 2017, SEC guidance on roboadvice (*Research Surveys*)
- 3 November 2016, The U.S. Wants a Sandbox Too (*Research Surveys*)
- 28 October 2016, A guide to doing FinTech business in the U.S. and Germany (*Research Surveys*)
- 21 October 2016, Getting the Deal Through – Fintech 2017 (*Articles*)
- 12 October 2016, Blockchain 101 for Asset Managers (*Research Surveys*)
- 21 July 2016, Massachusetts Issues Guidelines for Using Third-Party Robo-Advisers (*Research Surveys*)

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

## OTHER PUBLICATIONS

- "Blockchain 101 for Asset Managers," *The Investment Lawyer* Vol. 23, No. 10, October 2016

## NEWS & EVENTS

- 27 November 2019, K&L Gates Advises on Cross-Border \$1.3 Billion Pending Tender Offer for Veloxis Pharmaceuticals (*Press Release*)

## 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**

- Financial Services
- Fintech