

MAYER | BROWN

# INVESTMENT MANAGEMENT CAPABILITIES



## OVERVIEW

Mayer Brown has preeminent private funds and investment management practices. The firm regularly represents registered and unregistered sponsors of a wide variety of private equity funds, hedge funds, real estate funds, distressed debt funds, venture capital funds, funds-of-funds and other types of funds pursuing “alternative” investment strategies. We also represent many sophisticated and institutional investors in these funds.

Our knowledge of custom and practice in the private funds and investment management marketplace is top-notch. Our practices are multidisciplinary and closely integrated with the rest of the firm. Our M&A, tax, ERISA, securities regulatory and banking specialists are expert in the issues in their areas relating to private funds and investment management, and attorneys in our funds and investment management practices work closely with their colleagues in executing investment transactions.

Through our representation of a diverse group of fund sponsors and investors, we have developed particular insight into the terms and structures for various types of funds. As a result, we believe we bring a unique degree of experience to bear in providing practical advice to our clients.

We have provided fund formation, transactional and regulatory advice to many of the best-known private fund sponsors, including those associated with larger financial services firms as well as independent “boutique” firms. We routinely structure our clients’ internal arrangements and employee investment arrangements, and have substantial experience in negotiating strategic investments in private investment firms and secondary transfers of private fund investments. With private funds and investment management attorneys in our offices worldwide, our practices are global in scope and provide advice focused on virtually every geographic area of the world.

The investment management industry currently faces unprecedented regulatory change on a global basis. We are well situated to address these challenges for private fund and investment management clients. Our understanding of the investment management industry, coupled with our global network of expertise, allows us to tailor our advice to a client's exact needs while accessing the very latest market thinking and advice from around the world.

Our clients include the world's leading asset management companies, alternative investment funds, private equity funds, insurance companies and private banking businesses.

## INVESTMENT MANAGEMENT REGULATORY

Our broad regulatory and market experience enables us to assist a wide array of investment advisers in meeting their compliance obligations under the regulatory regimes of several jurisdictions. A guiding principle of our investment management team is to provide accurate, clear, commercially practical, timely and cost-effective advice.

Mayer Brown's Investment Management practice provides legal counsel on the full range of products and services offered by investment advisers. We help investment advisers anticipate and adapt to global regulatory issues that affect all aspects of their business, including exam support and representation in enforcement actions. We provide the knowledge and resources to creatively and efficiently structure investment services, products and funds regardless of the client's style, strategy, product or organizational form.

Our US-based lawyers specialize in all aspects of compliance with the US Investment Advisers Act of 1940, Investment Company Act of 1940 and related US SEC regulations, the US Employee Retirement Income Security Act of 1974 (ERISA) and the rules of self-regulatory organizations. Our non-US lawyers offer similar expertise in the statutes regulating advisers in the UK, Hong Kong and other countries.

We provide ongoing counsel on compliance issues affecting investment advisers and the funds they manage. We regularly advise clients and other industry participants on emerging regulatory issues, including ERISA and pension issues, securities registration exemptions, privacy regulations and Patriot Act compliance. Some of the topics about which we regularly advise our private fund clients include identifying and addressing conflicts of interest and conflicted transactions; soft dollars; private offerings; marketing issues; trade allocations; Forms ADV, PF, 13F, 13H, 3, 4 and 5 filings; Schedule 13D and 13G filings; privacy regulations; and compliance and "ESG" issues, among other topics. Several of our lawyers previously worked with the regulatory agencies that oversee the private fund business, and we are often consulted by those agencies as they review and consider changes to fund regulation.

Our investment management practice provides comprehensive legal services to every form of organization that offers investment advice, including sole proprietors, corporations, partnerships, limited liability companies and joint ventures. We counsel both registered and unregistered investment advisers as well as advisory personnel providing advice through banks, broker-dealers, trust companies and similar financial institutions.

## GLOBAL PERSPECTIVE

Our broad market experience enables clients to maximize opportunities worldwide – from the US to the UK and beyond, to emerging markets such as China, India and Central Asia while remaining in full compliance with relevant national and multilateral regulatory authorities. Our comprehensive grasp of regulatory requirements established by the US SEC, UK Financial Services Authority (FSA), Hong Kong Securities and Futures Commission (SFC) and other regulatory agencies in major financial markets, enables us to help clients offer cross-border advisory services, design complex investment products and creatively structure funds and arrangements with their service providers. We are well versed in the Investment Advisers and Investment Company Acts of the US, the Financial Services and Markets Act of the UK, the Banking and Investment Acts of Germany and similar legislation in Hong Kong and Southeast Asia. We have expertise in related regulations adopted under these statutes as well as the European Union’s Undertakings for Collective Investment in Transferable Securities (UCITS).

## PRIVATE FUNDS

Our global Fund Formation practice comprises approximately 100 lawyers from across our firm’s worldwide practice areas in nine offices located in the Americas, Asia and Europe with Funds partners. Our funds team benefits from its institutional knowledge of thousands of funds. Capitalizing on our broad resources, we strive to provide our clients with team depth, coupled with extensive knowledge of the fund market and underlying asset classes, executing for our clients at the center of global fund formation markets.

We represent clients on the structuring, organization and offering of private equity funds, venture capital funds and funds of funds, including traditional leveraged buyout and start-up funds, as well as funds structured around specific investment products and, in the process, we regularly deal with the special issues of tax-exempt institutional investors and their advisors. These funds have included limited partnerships, authorized and unauthorized unit trusts and investment companies, both open-ended and closed-ended, with a wide range of investment styles and objectives, including private equity, credit, real estate, insurance, infrastructure and debt, as well as other sector-specific funds.

## INVESTMENT MANAGEMENT M&A

We regularly advise investment advisory firms, private equity firms, public companies and institutional investors on mergers and acquisitions, joint ventures, strategic investments, spin-outs, securities offerings and other capital-raising activities involving investment management entities, investment funds and other financial services businesses. Our integrated team has a comprehensive understanding of registered funds, private funds, investment advisers, broker dealers, insurance companies and other financial services institutions and the regulatory and litigation challenges faced daily by industry participants. Our depth of industry knowledge allows us to formulate creative solutions for the benefit of our clients. We have served as lead counsel on a number of complex financial services transactions.

## THE MAYER BROWN DIFFERENCE

We work with our clients to find the best and most cost-effective way of meeting their business needs and objectives. We can help manage the business and legal risks inherent in transactions, and we can offer creative and practical solutions to complex problems. Through our access to diverse skill sets and experience, we are able to understand and synthesize diverse legal and regulatory issues and requirements in formulating cohesive, practical and effective solutions for clients. We also have an acute understanding of the dynamics of the regulatory environments within which are clients operate, and an appreciation of the goals and sensitivities of key domestic legislative and regulatory bodies whose actions are integral to the activities of our financial services clients.

## TRUSTED ADVISERS

We are proud of our reputation as trusted advisers. Our approach is not to “start the clock” when you call us with general queries or seeking a quick piece of advice: we understand the importance of building lasting relationships with our clients.

*Ranked in Chambers Global  
for Private Equity: Fund  
Formation – USA.*

*Ranked for Investment funds  
and Investment management  
in IFLR1000 2023.*

*Named Best Law Firm for  
Asset Management by  
AsianInvestor (2024).*

*Ranked for Investment Fund  
Formation & Management:  
Private Equity by Legal 500  
USA.*

*Ranked in Chambers USA  
for Private Equity: Fund  
Formation.*

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## About Mayer Brown

Mayer Brown is uniquely positioned to advise the world's leading companies and financial institutions on their most complex deals and disputes. With extensive reach across four continents, we are the only integrated law firm in the world with approximately 200 lawyers in each of the world's three largest financial centres—New York, London and Hong Kong—the backbone of the global economy. We have deep experience in high-stakes litigation and complex transactions across industry sectors, including our signature strength, the global securities industry.

Our diverse teams of lawyers are recognised by our clients as strategic partners with deep commercial instincts and a commitment to creatively anticipating their needs and delivering excellence in everything we do. Our “one-firm” culture—seamless and integrated across all practices and regions—ensures that our clients receive the best of our knowledge and experience..



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