

Note: This document is published by the Staff of the Division of Investment Management. This document compares these Frequently Asked Questions as posted on October 26, 2023 to the FAQs as posted immediately prior to that date. This document illustrates updates and revisions made to the FAQs.

Frequently Asked Questions on Form ADV and IARD

The staff of the Division of Investment Management has prepared the following responses to questions related to Form ADV and expects to update this document from time to time to include responses to additional questions. These responses represent the views of the staff of the Division of Investment Management. They are not a rule, regulation, or statement of the Commission, and the Commission has neither approved nor disapproved this information. ~~Paper~~PDF versions of current Form ADV ~~Part 1A, Part 1B, and Part 2, General~~(including all Parts and Schedules), as well as ~~Instructions to Form ADV, and a Glossary, Instructions for Part 1A of Form ADV, and General Instructions for Part 2A of Form ADV~~Terms can be found here:

<https://www.sec.gov/about/forms/formadv.pdf>.

~~A staff~~Previously, this page included a link to a summary of changes adopted to Form ADV Part 1A ~~that will be implemented on October 1, 2017~~is in 2017. Because Form ADV has been updated after 2017, that summary of changes is outdated and that link has been removed.

Additional FAQs with respect to Form ADV are available here:

~~<https://www.sec.gov/rules/final/2016/ia-4509-form-adv-summary-of-changes.pdf>~~.

- <https://www.sec.gov/divisions/investment/form-adv-part-2-faq.htm>
- <https://www.sec.gov/investment/form-crs-faq>

TOPICS:

- [Filing and Other Fees](#)
- [Hardship Filings](#)
- ~~SEC Registration~~[Registration with the SEC](#)
- [Filings Regarding Adviser Successions](#)
- [Reporting ~~with~~ to the SEC as an Exempt Reporting Adviser](#)
- [State Issues](#)
- [Type of Filing](#)
- [Name Change](#)
- [Glossary of Terms](#)
- [Form ADV: Item 1.B](#)
- [Form ADV: Item 1.F](#)
- [Form ADV: Item 1.I](#)
- [Form ADV: Item 1.J](#)
- [Form ADV: Item 1.L](#)
- [Form ADV: Item 8.G](#)
- [Form ADV: Item 9](#)
- [Form ADV: Item 11](#)
- [Form ADV-E](#)
- [Form ADV-W](#)
- [Final Filing for Exempt Reporting Advisers](#)
- [Form ADV: Part 2](#)
- [Form ADV: Part 3 \(Form CRS; Relationship Summary\)](#)
- [Schedules A & B](#)
- [Schedule A Only](#)
- [Schedule B Only](#)
- [Schedule C](#)
- [Schedule R](#)
- [Miscellaneous Section](#)

Posted Date: October 26, 2023

- [Form ADV: Item 1.O](#)
- [Form ADV: Item 2.A\(1\)](#)
- [Form ADV: Item 2.A\(8\)](#)
- [Form ADV: Item 2.A\(9\)](#)
- [Form ADV: Item 2.A\(13\)](#)
- [Form ADV: Items 5.C.\(1\) and 5.D](#)
- [Form ADV: Item 5.D](#)
- [Form ADV: Item 5.G](#)
- [Form ADV: Item 5.K](#)
- [Form ADV: Item 6.A](#)
- [Form ADV: Item 7.A](#)
- [Form ADV: Item 7.B](#)
- [Execution Page](#)
- [Filing Submitted](#)
- [Filing an Annual Updating Amendment](#)
- [Filing an Other-than-Annual Amendment](#)
- [Form ADV: Part 2](#)
- [Form ADV-E](#)
- [Form ADV-W](#)
- [Final Filing](#)
- [Public Disclosure](#)

Using IARD (Consult FINRA's website www.IARD.com for additional information on how to make electronic filings on IARD.)

- [Completeness Check Problems](#)
- [Daily Account/Renewal Account](#)
- [Removing a DRP](#)
- [Getting Access to IARD](#)
- [New Direct Owner](#)
- [Passwords](#)
- [New Filing, Draft/Pending Filing, or View Last Filing](#)
- [Printing Form ADV](#)
- [Switching SEC/State Registration](#)
- [Switching SEC Registration/SEC Exempt Reporting Adviser](#)

Note: Frequently Asked questions related to using IARD also can be found on [FINRA's IARD website](#) and at [NASAA's website](#).

FORM ADV

Filing and Other Fees

Q: What are the fees for advisers registering/registered with the SEC filing on IARD?

A: Fees are charged based on your firm's regulatory assets under management. Fees must be credited to your firm's IARD Flex-Funding Account before you can submit your filing. No fee is charged for filing an electronic amendment to Form ADV unless it is an Annual Updating Amendment. No fee is charged for electronically filing Form ADV-W or Form ADV-E.

| Regulatory Assets Under Management | Initial Registration Fee | Annual Updating Amendment Fee |
|------------------------------------|--------------------------|-------------------------------|
|------------------------------------|--------------------------|-------------------------------|

| | | |
|-------------------------------|-------|-------|
| \$100 million or more | \$225 | \$225 |
| \$25 million to \$100 million | \$150 | \$150 |
| Less than \$25 million | \$40 | \$40 |

The Commission has approved initial registration and annual IARD filing fees for investment advisers registered with the Commission or applying for registration with the Commission (see [Release No. IA-3126](#)). SEC-registered investment advisers will have to pay the fee associated with their annual updating amendments filed on or after January 1, 2011. For the same period, investment advisers filing with the Commission for initial registration on the IARD will have to pay the initial registration fee. Investment advisers registered with the Commission or applying for registration with the Commission will still be subject to applicable state Notice Filing fees associated with any amendment or initial registration filing.

Q: What are the fees for filing reports as an Exempt Reporting Adviser on IARD?

A: The fee for initial reports and each annual updating amendment is \$150 for Exempt Reporting Advisers. Fees must be credited to your firm's IARD Flex-Funding Account before you can submit your filing. No fee is charged for filing an electronic amendment to Form ADV unless it is an annual updating amendment. No fee is charged for electronically filing a final report.

The Commission has approved the initial report and annual IARD filing fees for Exempt Reporting Advisers filing reports with the Commission (see [Release No. IA-3305](#)). Exempt Reporting Advisers will have to pay the fee associated with their initial reports with the Commission filed on or after November 7, 2011. Exempt Reporting Advisers filing Annual Updating Amendments on or after November 7, 2011 will have to pay the Annual Updating Amendment fee. SEC Exempt Reporting Advisers may be subject to applicable state fees associated with state registration and/or state reports.

Q: Why are we being charged filing fees for using IARD?

A: Filing fees are charged to cover the costs and maintenance of IARD.

Q: Are state Notice Filing fees included in the IARD filing fee?

A: No. The IARD filing fee does not include state Notice Filing fees. State Notice Filing fees are separate fees charged by state regulatory authorities. However, you will pay your state Notice Filing fees through IARD when filing electronically.

Q: I am a SEC-registered investment adviser and I need to make Notice Filings with another state. How do I do this on the electronic Form ADV? Is there a filing fee?

A: If you want a state to receive Notice Filings, check the box next to the appropriate state under Item 2C of Part IA of Form ADV. Most states charge advisers a filing fee for making Notice Filings with them. You will pay the state filing fee through IARD which passes your payment to the state securities authority where your filing is made. Be sure you have sufficient funds in your IARD Flex-Funding Account to pay the state filing fee before you try to submit your Form ADV amendment. A list of state filing fees can be found on www.iard.com or you can call the appropriate states securities authority for state filing fee information. (Updated September 29, 2017)

Q: I am a pension consultant who relies on Rule 203A-2(a) under the Investment Advisers Act of 1940 to register with the SEC. I provide pension consulting services to plans with assets in excess of \$200,000,000, but I have no regulatory assets under management to report in Item 5.F of Form ADV. What is my level of fees for IARD?

A: Your fees are based on regulatory assets under management, even if your regulatory assets under management are not the basis of your eligibility for SEC registration. The IARD automatically determines the amount of your fees based on your answer to Item 5.F.(2)(c) of Form ADV – total regulatory assets under management.

[Top](#)

Hardship Filings

Q: I do not own or have use of a computer to make an electronic filing. What should I do?

A: You have three options:

1. **Any Computer.** You may use any computer to fill out and submit your Form ADV on IARD. Thus, you could fill out and submit your Form ADV at a public library or any other place that provides public access to a computer.
2. **Service Bureaus.** There are service bureaus you can hire that will file your Form ADV for you, for a fee.
3. **Continuing Hardship Exemption.** If you are registered or applying for registration and you are a "small business," you may qualify for a Continuing Hardship Exemption. An investment adviser generally is a small business if it (a) manages assets of less than \$25 million, (b) has total assets of \$5 million or less, and (c) is not in a control relationship with another investment adviser that is not a small business. To request a Continuing Hardship Exemption, you must file Form ADV-H (on paper) with the SEC. If your Continuing Hardship Exemption is granted, you will send a paper version of your Form ADV to FINRA, who will key in your filing for a fee.

Posted Date: October 26, 2023

However, even if you are a "small business," we would encourage you to hire a service bureau rather than request a Continuing Hardship Exemption. We believe that using a service bureau will be administratively easier for you and also will be less expensive.

To obtain a copy of Form ADV-H, call the SEC's [Risk and Examinations Division of Investment Management Chief Counsel's](#) Office at (202) 551-~~6706~~[6825](#). The form also is available on <https://www.sec.gov/divisions/investment/iard/ia-forms.shtml> under "Forms for IARD." (Updated ~~September 29~~[October 26, 2017](#) [2023](#))

Q: How do I apply for a Temporary Hardship Filing?

A: A Temporary Hardship Filing extends an adviser's electronic filing deadline for seven business days. It is available when unexpected difficulties (such as a computer malfunction or an electrical outage) prevent an adviser from meeting a filing deadline. The Temporary Hardship Filing is granted automatically to any SEC-registered adviser or SEC Exempt Reporting Adviser that files Form ADV-H with the SEC. Mail Form ADV-H to the U.S. Securities and Exchange Commission, Office of Registrations and Examinations, 100 F Street, NE, Washington DC 20549.

[Top](#)

Registration With the SEC

Q: I am planning to register with the SEC and want to know how to set up an IARD account.

A: You can find the IARD Entitlement Forms and related information under "[How To Register/File Reports](#)" on this website. You can also check FINRA's webpage <http://www.iard.com>.

Q: [What is the review process for approving a new request for investment adviser registration with the SEC? I submitted my firm's registration through IARD, but when will it be displayed on the IARD Public Disclosure website, <https://adviserinfo.sec.gov> \(the "IAPD website"\)?](#)

A: [The SEC has 45 days to act upon an initial registration request \(see section 203\(c\)\(2\) of the Advisers Act\). Within 45 days after an adviser files its Form ADV registration application electronically through the IARD system, assuming that the adviser has supplied all necessary information as required by Form ADV \(including the schedules thereto\) in proper form, the SEC will grant the registration by order or begin proceedings to determine whether registration should be denied. If the adviser is not already displayed on the IAPD website \(i.e., it is not an exempt reporting adviser \("ERA"\) or a state-registered adviser\), and the adviser's registration is approved, the adviser generally will be included the next business day on the IAPD website.](#)

[If the SEC staff determines that an adviser has not supplied all necessary information as required by Form ADV \(including the schedules thereto\) in proper form, the SEC staff will notify such adviser of such determination \(including the staff's basis for such determination\) within 45 days after filing. The staff reviewing a Form ADV application](#)

[will either email or call the filing adviser if information is missing or requires clarification. A new 45-day period will begin when the adviser resubmits its Form ADV.](#)

[An adviser can see its registration status at any time in IARD under "Registration/Reporting Status" once the adviser has submitted its application. \(Posted October 26, 2023\)](#)

Q: I need to register with the SEC in order to become an adviser to a registered investment company. The fund's registration has not yet become effective, and I do not otherwise qualify to register with the SEC. How can I arrange for my registration approval to coincide with the effectiveness of the investment company's registration statement?

A: [If you are not currently state registered \(or otherwise required to be registered with the SEC or one or more states\), then you may register with the SEC in reliance on rule 203A-2\(c\) \(the "120-day rule"\), if you reasonably expect to be eligible for registration within 120 days.](#)

[If you are not able to rely on the 120-day rule \(e.g., if you are already state-registered\), then the staff would not recommend enforcement action if you register on the basis that you act as investment adviser to a registered investment company \("RIC"\) \(or business development company \("BDC"\)\) by doing the following:](#)

- [1. Entering in the Miscellaneous section of Schedule D \(a\) a date for when you would like to be approved \(note this date should be more than 45 days from the date of filing\), \(b\) the date you expect the RIC's/BDC's board of directors/trustees to approve the advisory contract between you and the RIC/BDC, and \(c\) a statement that you will be an adviser to a RIC \(or BDC\);](#)
- [2. Selecting Item 2.A.\(5\) or 2.A.\(6\) as applicable;](#)
- [3. Entering the number of RIC/BDCs you expect to be advising in Item 5.D and the regulatory assets under management by you at the time of the filing \(note: advisers may report \\$0 RAUM\);](#)
- [4. Selecting Item 5.G.\(3\); and](#)
- [5. Entering the 811- or 814- number of each RIC/BDC \(e.g., the file number generated when filing a Form N-8A or N-54A\) in Schedule D Section 5.G.\(3\).](#)

[While no assurances can be made, the SEC will aim to act on the registration on the requested date as long as it is more than 45 days after the initial registration request is received. You may change the date you would like to be approved by filing an other-than annual amendment.](#)

[If your registration is approved on the basis that you will serve as adviser to a RIC or BDC, but you never become an adviser to a RIC or BDC, you would be required to withdraw your registration no later than 180 days after the end of your fiscal year end or to establish a new basis for registration with the Commission. See rule 203A-1.](#)

[The SEC does not approve registrations on Saturdays, Sundays, Federal holidays, or when the IARD system is closed. See <http://www.iard.com/availability.asp> for the IARD schedule. \(Posted October 26, 2023\)](#)

[Top](#)

Filings Regarding Adviser Successions

Q: [Is there a 45-day SEC approval process for a succession by amendment ADV filing?](#)

A: [No. A filing for succession by amendment is treated the same as any other amendment to an existing registration. In other words, because the existing registration remains in effect, there is no approval process as there is with a new registration. Advisers seeking additional information regarding successions are encouraged to review the Form ADV Instructions for Part 1A \(<https://www.sec.gov/about/forms/formadv-instructions.pdf>, p. 18-19\), the 2016 Division of Investment Management Staff Guidance Concerning Investment Adviser Reliance on Predecessor Registrations \(<https://www.sec.gov/investment/im-guidance-2016-05.pdf>\), Form ADV and Investment Advisers Act Rules, Investment Advisers Act Release No. 4509 at p. 76-77 \(August 25, 2016\), Registration of Successors to Broker-Dealers and Investment Advisers, Investment Advisers Act Release No. 1357 \(Dec. 28, 1992\), and section 203\(g\) of the Advisers Act. \(Posted October 26, 2023\).](#)

Reporting to the SEC as an Exempt Reporting Adviser

Q: **I am planning to file reports with the SEC as an Exempt Reporting Adviser and want to know how to set up an IARD account.**

A: You can find the IARD Entitlement Forms and related information under "[How To Register/File Reports](#)" on this website. You can also check FINRA's webpage <http://www.iard.com>.

Q: [Must I be otherwise required to register with the SEC to be eligible to file as an SEC Exempt Reporting Adviser?](#)

A: [Yes. Because filing as an Exempt Reporting Adviser is an exemption from registration with the SEC, an adviser must be otherwise required to register with the SEC to rely on such exemption. See Form ADV's Glossary of Terms for more information. \(Posted October 26, 2023\)](#)

Q: **Which items in Form ADV must Exempt Reporting Advisers complete?**

A: Exempt Reporting Advisers that are not also registering with any state securities authority must complete only the following Items of Part 1A: 1, 2, 3, 6, 7, 10, and 11, as well as corresponding schedules. Exempt Reporting Advisers that are registering with any state securities authority must complete all of Form ADV. See [Form ADV's General Instructions](#) for more information. The IARD system will automatically include only the items of Form ADV that must be completed based upon the type of filing you chose to submit.

Q: **My firm is an exempt reporting adviser under section 203(I) or 203(m) with discretionary management authority over the assets of a private fund(s). Although the day-to-day responsibility for managing the private fund has been delegated to my firm, the private fund's general partner, managing member or similar special purpose entity ("SPE") oversees and may**

terminate my firm's management of the private fund. The SPE, which is commonly formed for local legal or regulatory requirements or for tax reasons, does not exercise discretionary authority over the fund's assets other than the hiring or firing of the adviser to the fund. For each SPE of a private fund that I advise that would be required to file reports on Form ADV under section 203(l) or 203(m), may my firm include the SPEs on my firm's report on Form ADV in lieu of a separate report by each SPE?

A: Yes, we would not recommend enforcement action if an SPE satisfies its reporting obligation under section 203(l) or 203(m) by including all information concerning the SPE on your firm's Form ADV report, provided that the SPE: (i) does not engage in any activities other than those described in your question above that would cause the SPE to be an investment adviser as defined in section 202(a)(11); and (ii) acts as the SPE only for private funds or other pooled investment vehicles advised by you or your related persons (as defined in the Glossary to Form ADV). (Posted March 19, 2012)

Q: My firm is an exempt reporting adviser under section 203(l) or 203(m). In connection with conducting my advisory business, my firm establishes one or more SPEs for the private funds that I advise. The SPE, which is commonly formed for local legal or regulatory requirements or for tax reasons, has no employees or other persons acting on its behalf other than officers, directors, partners or employees of my firm. Although the SPE has delegated certain responsibility for managing the private fund to my firm, the SPE retains and exercises discretionary authority over the private fund's assets. For each of these SPEs of a private fund that I advise that would be required to file reports on Form ADV under section 203(l) or 203(m), may my firm include the SPEs on my firm's report on Form ADV in lieu of a separate report by each SPE?

A: In the circumstance described above, we would not recommend enforcement action if an SPE satisfies its reporting obligation under section 203(l) or 203(m) by including all information concerning the SPE on your firm's Form ADV report, provided that (i) the SPE acts as the SPE only for private funds or other pooled investment vehicles advised by you, (ii) your firm controls the SPE, (iii) the investment advisory activities of the SPE are subject to the Advisers Act, (iv) the SPE has no employees or other persons acting on its behalf other than officers, directors, partners or employees of your firm, and (v) the SPE, its officers, directors, partners, employees and persons acting on its behalf are subject to your firm's supervision and control and, therefore, are "persons associated with" your firm (as that term is defined in section 202(a)(17) of the Advisers Act). (Posted March 26, 2012)

Q: If I include SPEs on my Form ADV as provided above, how do I respond to the questions on Form ADV and what information must I include about the SPEs?

A: Your report on Form ADV must include all of the information that would be included if each SPE filed a separate report on Form ADV. Your firm's Form ADV report, therefore, must: (i) include executive officer and ownership information of each SPE on Schedules A and B and identify to which SPE each officer or owner relates by identifying the relevant SPE in the "Title or Status" column of Schedule A; and (ii) respond to the questions in Form ADV such that all responses relate to and include all information concerning your firm and each SPE included in the Form ADV. (Posted March 19, 2012)

State Issues

Q: Where can I find more information about mid-sized advisers (advisers with regulatory assets under management between \$25 million and \$100 million), including a list of the states in which a mid-sized adviser would not be "subject to examination" by the state securities authority?

A: Additional information is available at the SEC's [Frequently Asked Questions Regarding Mid-Sized Advisers](#). (Updated September 29, 2017)

Q: I have a question about state law requirements for registering as a state investment adviser or filing reports as an Exempt Reporting Adviser with one or more states and IARD.

A: You should contact the state securities authority in each state where you are doing business or intend to do business to learn about applicable state law requirements. You also may contact the North American Securities Administrators Association (NASAA) at 202-737-0900. NASAA lists contact information for all state securities authorities on its website <http://www.NASAA.org>.

Q: Does the SEC require fingerprint cards for employees of SEC-registered investment advisers or SEC Exempt Reporting Advisers?

A: No. However, employees of SEC-registered investment advisers may be required to register with one or more state securities authorities as investment adviser representatives (IARs), and some states require fingerprint cards for IAR registration. If you have questions about IAR registration or a state fingerprinting requirement related to IAR registration, you should contact the appropriate state securities authorities. State securities authority contact information can be found on www.nasaa.org. In addition, employees of broker-dealers often must provide fingerprint cards as part of the registration process with a state or self-regulatory organization (e.g., FINRA). FINRA provides frequently asked questions on fingerprint cards at http://www.iard.com/faqs_form_ra_finger.asp.

Q: How do I know with which states my firm is registered or reporting to as an Exempt Reporting Adviser?

A: After you have submitted your Form ADV on IARD, click on "Registration/Reporting Status" under "View Organization" on the main menu to see the list of states where your firm is registered as an adviser, the status of any registration applications, and the states where your firm is filing reports as an Exempt Reporting Adviser.

Q: My firm has \$50 million in regulatory assets under management and five clients. The firm would be prohibited from registering with the SEC as a mid-sized adviser because it has less than \$100 million in regulatory assets under

management and the state in which it maintains its principal office and place of business subjects its registered advisers to examination. However, the state does not require investment advisers to register if they have fewer than six clients. Does my firm need to be registered with the SEC? If my firm needs to be registered with the SEC, when does the firm need to withdraw its SEC registration if it obtains a sixth client?

A: Yes. The adviser would need to be registered with the SEC because the mid-sized adviser is not required to be registered with the state.

Upon obtaining the sixth client, the adviser would not need to immediately withdraw its SEC registration. An adviser would assess annually, when preparing to file its Form ADV annual-updating amendment, its eligibility for SEC registration. Changes to its regulatory assets under management or its number of clients that occur between annual updating amendments would not cause the adviser to immediately lose its eligibility for SEC registration. However, SEC-registered advisers may choose to switch to state registration at any time they are eligible for state registration. SEC-registered advisers that report they are not eligible for SEC registration on their annual updating amendment must switch to state registration within 180 days of the adviser's fiscal year end (and file a partial withdrawal on Form ADV-W to withdraw their SEC registration). See rule 203A-1. (Posted February 6, 2012)

[Top](#)

Type of Filing

Q: I want to register with the SEC. What "type of filing" should I enter when I begin completing my Form ADV filing?

A: You should enter "Apply for registration as an investment adviser with the SEC." Do not use any other category.

Q: I want to file reports with the SEC as an Exempt Reporting Adviser. What "type of filing" should I enter when I begin completing my form ADV filing?

A: You should enter "File an initial report as an Exempt Reporting Adviser with the SEC." Do not use any other category.

Q: I don't know what type of amendment to file.

A: Your electronic filing will be either an "Annual Updating Amendment" or an "other-than-annual amendment." Within 90 days after your firm's fiscal year end, your firm must file an "Annual Updating Amendment," which is an amendment to your firm's Form ADV that reaffirms the eligibility information contained in Item 2 of Part 1A and updates the responses to any other item for which the information is no longer accurate. All other amendments should be "other-than-annual amendments". "Other-than-annual amendments" may be filed at any time to update any single question, multiple questions, or the entire form. See [Form ADV General Instructions, Instruction 4](#) for when updates to Form ADV are required

[Top](#)

Name Change

Q: We changed our name *after* we sent in our IARD Entitlement Forms. What should we do to have our new name reflected on IARD?

A: If an adviser changes its name after sending in IARD Entitlement Forms, the new name should be entered in Item 1.C of the electronic Form ADV.

Q: How do I change the name of my firm?

A: To change the name of your firm on Form ADV, complete the following steps;

1. Select "New/Draft Filing" under the Forms section/column within IARD.
2. Choose to file an other-than-annual amendment or submit an Annual Updating Amendment (only if this filing is going to include the firm's annual updated information and the filing is done within 90 days after the firm's fiscal year end).
3. Select Item 1- Identifying Information on the navigation panel.
4. Put a check in the box under Item C indicating whether this is going to be a change to the firm's legal name and/or primary business name.
5. Type in the new name and press the Save button.
6. Complete an execution page and Save.
7. Click on Submit Filing on left hand navigation panel.

[Top](#)

Glossary of Terms

Q: Where can I find explanations for terms used in Form ADV?

A: Words that appear in *italics* on Form ADV are defined in the [Glossary of Terms](#) to Form ADV.

If you are filling out Form ADV electronically, you can access the Glossary of Terms by clicking on the question mark in the top right-hand corner of the screen or by clicking on any word that appears in italics on Form ADV.

In the paper version of Form ADV (available at www.sec.gov/iard under "Forms, Policy and Law"), the Glossary of Terms appears after the Instructions to Form ADV.

[Top](#)

Form ADV: Item 1.B

Q: The IARD system has automatically pre-populated my advisory firm's legal name in Item 1.B, which requests a firm's name under which it primarily conducts business if different from the adviser's legal name. We do not have a separate name under which we primarily conduct business. What should I do?

A: The IARD system automatically lists an adviser's legal name in both Item 1.A and Item 1.B if the adviser does not have a separate name under which it primarily conducts business. You can leave the response to Item 1.B as is. If the same name is listed in Item 1.A and Item 1.B, it will inform both the SEC and the state securities authorities that an adviser does not have a separate name under which it primarily conducts business.

Q: In Item 1.B.(1), am I required to list the names under which my supervised persons primarily conduct advisory business relating to my advisory firm, if different from the name listed in Item 1.A?

A: Advisers are required to list all names under which they primarily conduct their advisory business. In the staff's view, this list should include the names of all businesses through which the adviser's supervised persons, investment adviser representatives, and independent contractors that fall under the Form ADV glossary definition of "employee," primarily conduct advisory business on behalf of the adviser, if different from the name reported in Item 1.A. (Posted October 26, 2023).

[Top](#)

Form ADV: Item 1.F

Q: I am completing Form ADV for an SEC-registered adviser. The adviser conducts advisory business from many offices. Can I list more than twenty-five offices in response to Item 1.F?

A: If you want to list more than twenty-five offices, you may. However, Item 1.F only requires that the largest twenty-five offices (on the basis of number of employees as of the end of your most recently completed fiscal year) conducting advisory business be listed, in addition to the adviser's principal office and place of business. In addition, Item 1.F.(5) requires you to disclose (without individually listing) the total number of offices, other than your principal office and place of business, at which you conduct investment advisory business as of the end of your most recently completed fiscal year. (Updated September 29, 2017)

Q: My firm has employees who are temporarily conducting investment advisory business from a temporary location other than their usual place of business (their homes, for example) as part of the firm's business continuity plan due to circumstances related to coronavirus disease 2019 (COVID-19). Item 1.F of Part 1A requires information about a firm's principal office and place of business. Section 1.F of Schedule D requires information about "each office, other than your principal office and place of business, at which you conduct investment advisory business." Is my

firm required to update either Item 1.F of Part 1A or Section 1.F of Schedule D in order to list the temporary teleworking addresses of its employees?

- A:** No. As long as the employees are temporarily teleworking as part of the firm's business continuity plan due to circumstances related to coronavirus disease 2019 (COVID-19), staff would not recommend enforcement action if the firm does not update either Item 1.F of Part 1A or Section 1.F of Schedule D in order to list the temporary teleworking addresses. For purposes of this FAQ, "temporarily teleworking" includes prolonged plans to telework, provided that the firm maintains a physical office location. (Updated April 6, 2021)

[Top](#)

Form ADV: Item 1.I

Q: Does an adviser have to report the address of an account on a publicly available social media platform where an unaffiliated third party distributor or solicitor controls the content?

- A:** No. An adviser should not provide the address of websites or accounts on publicly available social media platforms where the adviser does not control the content. As discussed in the adopting release, to the extent an account is used to promote the business of an adviser registered with the Commission and the adviser controls the content, the account should be reported. See Form ADV and Investment Advisers Act Rules, Investment Advisers Act [Release No. 4509](#) at p. 34-39 (August 25, 2016). Moreover, Schedule D, Section 1.I of Form ADV specifies that the only website addresses that should be reported are ones where the adviser "controls the content." (Posted June 12, 2017)

Q: Information about my advisory firm is included on an account on a social media platform where a third party controls the content. The platform provides job listings and enables the public to rate and review companies. Should I include the address of that account for purposes of Item 1.I?

- A:** No. You should not provide the address of websites or accounts on social media platforms where the adviser does not control the content. (Posted June 12, 2017)

Q: The parent company of an adviser created and maintains a social media account that references the business of the adviser. Should the adviser report the address of that account for purposes of Item 1.I?

- A:** It depends. An adviser needs to provide only the addresses of websites or accounts on publicly available social media platforms where the adviser controls the content. Whether an adviser controls the content of such an account depends on the facts and circumstances. For example, the staff believes that if the adviser provides content for the account and is aware that its parent company uses the account to promote the adviser's business, then the adviser may be in control of the content and therefore would have to report the account's address. On the other hand, if such an account

merely mentions the adviser as one of the parent company's subsidiaries, but is not used to promote the adviser's business, then the adviser may not be in control of the content and therefore could omit reporting the account's address. (Posted June 12, 2017)

Q: Should the adviser report the address of an employee's account on a publicly available social media platform if the adviser controls the content of the account?

A: No. For purposes of Item 1.I, an adviser is required to list the address for each of the firm's accounts on publicly available social media platforms. As discussed in the adopting release, this item is not intended to extend to the social media accounts of an adviser's employees regardless of whether the adviser controls the content of such accounts. See Form ADV and Investment Advisers Act Rules, Investment Advisers Act [Release No. 4509](#) at p. 35 (August 25, 2016). (Posted June 12, 2017)

[Top](#)

Form ADV: Item 1.J

Q: My firm's Chief Compliance Officer provides chief compliance officer services to my firm and two other firms. Those two other firms employ and compensate the Chief Compliance Officer for the services provided to their respective firms and not for the services provided to my firm. What should my firm answer for Item 1.J.(2)?

A: Your firm should leave Item 1.J.(2) blank. Item 1.J.(2) requires information only where another person employs or compensates your Chief Compliance Officer for providing chief compliance officer services to your firm. In this case, the two other firms are employing and compensating your Chief Compliance Officer, but for the services provided to them – not the services provided to your firm. (Posted June 12, 2017)

Form ADV: Item 1.L

Q: We keep a complete set of our books and records at our principal office and place of business. We keep some duplicate books and records at an offsite location. Do we have to list this offsite location on Section 1.L of Schedule D?

A: No. You do not need to list locations that hold only duplicate books and records. We need to know where our examination staff can obtain a complete set of your books and records. If books and records housed in multiple locations together create a complete set of your books and records, you must list each of those locations on Section 1.L of Schedule D.

Q: My advisory firm is a very large firm with hundreds of branch offices throughout the country. We keep most of our books and records at a small number of central locations. However, each branch office maintains some of its own records. Do I have to list each of our branch offices in Section 1.L of Schedule D?

A: Not necessarily. You must list the main locations where your advisory firm's records are stored. If you also keep records in branch office locations, you should list them all (see the answer to the previous question). If the list would be extremely long, we would not object if you do not list every office that keeps only a small set of records. You must, however, make all records available to Commission staff upon request.

[Top](#)

Form ADV: Item 1.O

Q: My firm has more than \$1 billion in regulatory assets under management. Should the firm answer "yes" to Item 1.O?

A: Not necessarily. Item 1.O requires an adviser to indicate whether it had \$1 billion or more in total assets shown on the adviser's balance sheet as of the last day of the adviser's most recent fiscal year end. As noted in the Form ADV instruction for Item 1.O, "assets" refers to the adviser's total assets, not the assets managed on behalf of clients. Therefore, for instance, a firm that has \$5 billion in regulatory assets under management, but only \$300 million in total assets on its balance sheet for its most recent fiscal year end would answer "no" to Item 1.O. Non-proprietary assets, such as client assets under management, should be excluded when responding to Item 1.O, regardless of whether they appear on an investment adviser's balance sheet. (Updated June 12, 2017)

[Top](#)

Form ADV: Item 2.A(1)

Q: My firm is registered with the SEC and reported having regulatory assets under management of less than \$90 million on its annual updating amendment. Is the firm required to withdraw from SEC registration if it obtains \$90 million or more in regulatory assets under management within 180 days of the firm's fiscal year end?

A: No. An investment adviser registered with the SEC that files an annual updating amendment reporting that the adviser is not eligible for SEC registration must withdraw from registration within 180 days of its fiscal year end, unless the adviser then is eligible for SEC registration. See rule 203A-1. If the adviser obtains \$90 million or more in regulatory assets under management at any time during that 180 day period, the adviser may amend Form ADV and check Item 2.A(1) to remain SEC-registered. (Posted May 7, 2012)

[Top](#)

Form ADV: Item 2.A(8)

| | |
|-----------|---|
| Q: | <u>My firm is an investment adviser that satisfies the requirements for registering with the SEC under rule 203A-2(b) (the “related adviser exemption”). My firm controls, is controlled by, or is under common control with an investment adviser that is eligible to register, and registered with, the Commission and we share a principal office and place of business. Does my firm need to meet any threshold amount of regulatory assets under management to register pursuant to the related adviser exemption?</u> |
| A: | <u>No. The related adviser exemption requires no particular amount of regulatory assets under management. The only requirements for registration under this rule are that (a) the adviser controls, is controlled by, or is under common control with an investment adviser eligible to register, and that is registered, with the SEC and (b) the adviser has the same principal office and place of business as that other investment adviser. For purposes of this exemption, “control” means the power to direct or cause the direction of the management or policies of an investment adviser, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of an investment adviser is presumed to control that investment adviser. Please see rule 203A-2(b); Form ADV: Instructions for Part 1A, Instruction 2.f. (Posted October 26, 2023)</u> |

[Top](#)

Form ADV: Item 2.A(9)

| | |
|-----------|---|
| Q: | <u>Are there any extensions to the 120-day period for investment advisers registered under rule 203A-2(c) (the “120-day rule”)?</u> |
| A: | <u>No. The 120-day rule does not provide for any extensions to the 120-day period. The staff believes that an adviser that remains registered after the 120-day period ends should correct its registration eligibility by filing an other-than-annual amendment to Form ADV indicating the new basis for registration or withdraw their registration by filing Form ADV-W as soon as possible. An adviser may not correct its registration eligibility by selecting Form ADV Item 2.A.(13) (no longer eligible to remain registered with the SEC). If an adviser fails to withdraw or correct their registration as required by rule 203A-2(c), the SEC may find that reasonable grounds exist for cancelling the adviser’s registration pursuant to section 203(h) of the Advisers Act. (Posted October 26, 2023)</u> |
| Q: | <u>My firm is an investment adviser that recently registered with the SEC under rule 203A-2(c) (“120-day rule”). Because my firm did not establish a different basis for SEC registration within 120 days of its registration effective date, we filed a Form ADV-W. Is there a “waiting” period before my firm can file a new Form ADV?</u> |
| A: | <u>An adviser may re-apply for registration after filing a Form ADV-W with the SEC. However, any adviser re-applying with the Commission on the basis of the</u> |

120-day rule must meet the conditions of that rule. This means that the re-applying adviser must (1) have a reasonable expectation that it will be eligible to register with the SEC within 120 days after the date that its registration with the SEC becomes effective and (2) not be registered or required to be registered with the SEC or a state securities authority immediately before it files its new Form ADV. An adviser that re-applies for registration is submitting an initial registration request again and therefore the application is subject to review by the SEC within 45 days.

To the extent a re-applying investment adviser has clients or assets under management, it may already be "required to be registered" with one or more state securities authorities, and so would not be eligible to rely on rule 203A-2(c). In addition, an adviser is not eligible to rely on the 120-day rule if it was registered with the SEC "immediately" prior to submitting a new registration request. An investment adviser registered under the 120-day rule that files Form ADV-W because its 120-day period has expired may not "immediately" submit a new application on the basis of the 120-day rule. (Posted October 26, 2023)

[Top](#)

Form ADV: Item 2.A(13)

Q: If I mark Item 2.A.(13), which states that I am an investment adviser that is no longer eligible to remain registered with the SEC, does that withdraw me from SEC registration?

A: No. An adviser must file Form ADV-W to withdraw from SEC registration. If an adviser does not file Form ADV-W, it will continue to be registered with the SEC and subject to applicable rules and regulations. **Warning:** If your firm is *not* going out of business, and you are withdrawing your SEC registration because you are "switching" to state registration, you must make sure that there is no "gap" in your registration. Register with state authorities before your SEC registration is withdrawn. (Posted October 26, 2023)

Form ADV: Items 5.C.(1) and 5.D

Q: Items 5.C.(1) and 5.D ask about the number of clients I have. For the purposes of these questions, should I report advisory clients for whom I do not have regulatory assets under management?

A: Yes. Any clients for whom an adviser provides investment advisory services, but for whom the adviser does not have regulatory assets under management, should be included in the adviser's responses to both of these Items. Similarly, the definition of "client" for Form ADV states that advisers must count clients who do not compensate the adviser. If your firm also provides other services (e.g., accounting services), this term does not include clients that are not investment advisory clients. (Posted October 26, 2023)

Form ADV: Item 5.D

Q: My advisory firm serves as a portfolio manager under a wrap fee program. For purposes of counting the number of our clients to which we provided investment advisory services in the last fiscal year, should I count the wrap fee program itself as one client or should I count each of the participants in the wrap fee program as clients?

A: Each wrap fee program participant to whom you provided investment advisory services should be counted as a client.

Q: How should I count clients for purposes of Item 5.D? For example, should a family be counted as a single client or multiple clients? How should I count a family trust set up for that family? If I provide advisory services to an individual for her own account and also provide advice regarding her IRA account, should I treat them as one or two clients?

A: When answering Item 5.D, count clients the way you normally count them for your firm. Some advisers, for example, treat multiple members of the same family (and a family trust) as a single client, and other advisers treat multiple members of the same family (and a family trust) as separate clients. Similarly, an adviser could reasonably treat an individual and the individual's IRA account as one--or two--clients, depending on the circumstances. (Updated September 29, 2017)

Q: Can I follow rule 202(a)(30)-1 under the Investment Advisers Act of 1940 when counting clients for purposes of Item 5.D of Form ADV?

A: Yes. Rule 202(a)(30)-1 provides a safe harbor to investment advisers who are relying on the foreign private adviser exemption of the Investment Advisers Act of 1940. While you may rely on rule 202(a)(30)-1, it is not the exclusive method for determining who may be deemed a single client. The definition of "client" for Form ADV states that advisers must count clients who do not compensate the adviser. (Updated September 29, 2017)

Q: My advisory firm serves as a portfolio manager under a wrap fee program. For purposes of determining the types of our clients in response to Item 5.D, should I view the wrap fee program itself as one client or should I disclose the types of participants in the wrap fee program?

A: To determine your types of clients, treat each wrap fee program participant to whom you provided advisory services as a client.

Q: If my advisory firm acts as a subadviser to an investment company, business development company, or pooled investment vehicle, how should I respond to Item 5.D about the category of clients?

A: A firm that subadvisees an investment company, business development company, or other pooled investment vehicle is providing advice to such company or vehicle. Accordingly, you should report those assets in Item 5.D. in rows (d), (e) or (f) (as applicable). Do not report the client in Item 5.D.(j) as "Other investment advisers". (Posted June 12, 2017)

Q: Item 5.D requires advisers to report the approximate number of clients and the amount of total regulatory assets under management attributable to certain categories of client. My advisory firm does not have any high net worth individual clients to report in Item 5.D.(b). Should I check column 5.D.(2) to report "Fewer than 5 Clients" for that category of client?

A: While the staff recognizes that the instructions to Item 5.D. state that "if you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1)," if you do not have any clients for a particular category, the staff encourages you to report "0" in column 5.D.(1), "Number of Client(s)". (Updated September 29, 2017)

Q: For purposes of Item 5.D, are "pooled investment vehicles" limited to private funds (which are defined in the Form ADV Glossary)?

A: No. For purposes of Item 5.D, pooled investment vehicles include, but are not limited to, private funds. Whether other types of funds (aside from investment companies or business development companies, which are separate categories in Item 5.D.) should be considered pooled investment vehicles depends on the facts and circumstances. The staff believes that, in choosing a category for its client in Item 5.D., an adviser should be consistent with information that it reports internally and in other regulatory filings.

For example, funds that would be investment companies as defined in section 3 of the Investment Company Act of 1940 but for sections 3(c)(5) or 3(c)(11) of that Act would typically be considered pooled investment vehicles in Item 5.D. Similarly, UCITS funds that are regulated by the European Commission and that are not registered under the Investment Company Act would also typically be considered pooled investment vehicles in Item 5.D.

Additionally, the staff believes for purposes of Item 5.D there are some facts and circumstances in which it may be appropriate for an adviser to treat a single-investor fund (also known as a "fund of one") as a pooled investment vehicle. For example, an adviser could reasonably treat a single-investor fund as a pooled investment vehicle where the fund seeks to raise capital from multiple investors but has only a single, initial investor for a period of time, or where all but one of the investors in the fund have redeemed their interests. However, an adviser generally should not consider a single-investor fund to be a pooled investment vehicle if that entity in fact operates as a means for the adviser to provide individualized investment advice directly to the investor in the fund. See Exemptions for Advisers to Venture Capital Funds, Private Fund Advisers With Less Than \$150 Million in Assets Under Management, and Foreign Private Advisers, Investment Advisers Act [Release No. 3222](#) at p. 78-79 (June 22, 2011). (Posted June 12, 2017).

[Top](#)

[Form ADV: Item 5.G](#)

[Q: If I provide automated advice, should I report that I provide "robo-advice" or "robo-services" by selecting the "Other" category?](#)

A: [No, if the sole reason you are selecting the "Other" category is because you provide automated advice. The staff believes an adviser providing automated advice should not select category "\(12\) Other" on that basis or specify "robo-advice" or "robo-services" as another type of advisory service. The staff views automated advice as a means of providing an advisory service, not as a separate type of advisory service. An adviser providing robo-advice should also consider whether the disclosure in its brochure prepared pursuant to Part 2A of Form ADV is consistent with "Robo-Advisers," IM Guidance Update No 2017-02 \(February 2017\). \(Posted October 26, 2023\)](#)

[Top](#)

Form ADV: Item 5.K

Q: I am an adviser relying on rule 203A-2(c) to register with the SEC because I expect to be eligible for SEC registration within 120 days of filing my initial Form ADV filing. I do not currently manage any assets. How should I respond to Schedule D, Section 5.K.?

A: For purposes of providing end of year information to respond to Section 5.K.(1), the staff believes that you should enter "100%" in the "Other" category and indicate in the Miscellaneous section of Schedule D that you do not have any responsive data to report for Schedule D, Section 5.K.(1) because you are relying on rule 203A-2(c) as your basis for registration.

If you are required to report mid-year information on Schedule D, Sections 5.K.(1) and 5.K.(2), but did not manage assets for separately managed account clients as of the mid-year date, you may adopt the same approach. That is, you also may enter "100%" in the "Other" category and indicate in the Miscellaneous section of Schedule D that you do not have responsive data to report for the mid-year date in Schedule D, Section 5.K.(1).

As noted in Schedule D, Section 5.K., each column should add up to 100%. (Posted June 12, 2017)

Q: I am an adviser to private funds and report information about parallel managed accounts to the private funds that I manage in Question 11 of Form PF, in accordance with the instructions to that form. Should I treat those parallel managed accounts as separately managed accounts for purposes of answering Item 5.K. and Schedule D, Section 5.K of Form ADV?

A: Yes. Item 5.K. instructs advisers to report regulatory assets under management attributable to clients "other than those listed in Item 5.D.(3)(d)-(f)." Because parallel managed account (which is defined in the Form PF Glossary of Terms) clients that are not registered investment companies, business development companies, or pooled investment vehicles are not reported in Item 5.D.(3)(d)-(f), they should be considered separately managed account clients for purposes of responding to questions in Item 5.K or Schedule D, Section 5.K. (Posted June 12, 2017)

Q: Item 5.K.(2) asks whether an adviser engages in borrowing transactions on behalf of any of the adviser's separately managed account clients. What

types of transactions should I consider to be borrowings for purposes of reporting on Item 5.K.(2) and Schedule D, Section 5.K.(2)?

A: For purposes of Item 5.K.(2) and Schedule D, Section 5.K.(2), the staff believes that borrowings should include traditional lending activities such as client bank loans and margin accounts, other secured borrowings and unsecured borrowings, synthetic borrowings and transactions involving synthetic borrowings (e.g., total return swaps that meet the failed sale accounting requirements), transactions selling securities short, and transactions in which variation margin is owed, but as a result of not reaching a certain set threshold, has not been paid by the client. For the purposes of Item 5.K.(2) and Schedule D, Section 5.K.(2), the staff believes that advisers should not report leverage embedded through the use of derivatives, securities lending or repurchase agreements as borrowings. (Posted June 12, 2017)

Q: A client of my advisory firm arranged a personal loan without the firm's knowledge and used those loan proceeds to invest assets in its advisory account. Should I report this as a "borrowing transaction" for purposes of Item 5.K.(2)?

A: Item 5.K.(2) requires advisers to report if they "engage in borrowing transactions on behalf of any of the separately managed account clients" that they advise. Accordingly, advisers are not required to report client borrowings of which they are not aware. However, the adviser may not indirectly arrange borrowing transactions for separately managed account clients in order to circumvent any obligation to report those transactions on Form ADV. (Posted June 12, 2017)

Q: When answering Schedule D, Section 5.K.(2) about the use of borrowings and derivatives on behalf of separately managed account clients that I advise, do I have to indicate Gross Notional Exposure of "Less Than 10%" if there is no gross notional exposure in connection with the assets I manage for my separately managed account clients?

A: No. If there is no gross notional exposure to report for the assets you manage for your separately managed account clients, you do not need to complete this section. As the instructional notes following Items 5.K.(2) and 5.K.(3) indicate, only those advisers that report that they engage in borrowing or derivatives transactions on behalf of any of the separately managed account clients that they advise should complete Schedule D, Section 5.K.(2). (Posted June 12, 2017)

Q: A custodian that holds ten percent or more of my separately managed account clients' regulatory assets under management has arranged to use a "sub-custodian" for some custodial services, such as settling trades or trade execution. For purposes of Item 5.K.(4) and Schedule D, Section 5.K.(3), am I required to report such a sub-custodian?

A: No. In the circumstances described above, the staff believes that you are only required to report the custodian in response to Item 5.K.(4) and Schedule D, Section 5.K.(3). (Posted June 12, 2017)

[Q: In Schedule D, Section 5.K.\(1\), how should interests in exchange-traded funds \("ETFs"\) be classified?](#)

A: [The staff believes interests in ETFs should be classified as "securities issued by registered investment companies or business development companies" \(and not as "exchange-traded equity securities"\). \(Posted October 26, 2023\)](#)

[Top](#)

Form ADV: Item 6.A

Q: My advisory firm is a separate subsidiary of a bank. Item 6.A(7) asks whether we are actively engaged in business as a bank -- should I mark Item 6.A(7) to indicate that we are?

A: No, not if your firm is a separate subsidiary. Item 6.A(7) asks if you, the registrant, are a bank. You are not a bank; your parent organization is the bank. If your parent organization (or any other of your related persons) is a bank, you should check the box in Item 7.A(8), but not Item 6.A(7).

However, if you are a separately identifiable department or division of a bank, you must check the box in Item 6.A(7).

[Top](#)

Form ADV: Item 7.A

Q: My firm advises private fund clients (e.g., private equity funds and venture capital funds), the investors in which are predominantly not my firm's related persons. The private funds my firm advises may take a significant ownership interest in an issuer that is an operating company, and persons associated with my firm may participate in the management of the issuer in connection with the investment. As a result, my firm may "control" an operating company. Does the instruction in Form ADV to disclose certain information regarding an adviser's "advisory affiliates," which is defined to include all persons directly or indirectly controlled by the adviser, require my firm to identify operating companies as "advisory affiliates" in Item 7 of Part 1A and Item 10 of Part 2A and report the disciplinary history of the persons controlled by such operating companies in Item 11 of Part 1?

A: In the circumstances described above, we would not recommend enforcement action to the Commission under section 207 of the Advisers Act if your firm does not treat operating companies (and/or the persons controlled by such operating companies) as advisory affiliates (i) for purposes of Item 7 of Part 1A and Item 10 of Part 2A, unless your firm has a business relationship with an operating company unrelated to a fund's investment that otherwise creates a conflict of interest between your firm and the fund or (ii) for purposes of Item 11 of Part 1A. (Updated September 29, 2017)

Q: My advisory firm is part of a large organization and has hundreds of related persons to report in Item 7.A. My firm has no interaction with some of these

related persons. Do I have to answer the questions about each of these related persons in Section 7.A of Schedule D?

- A:** You (the investment adviser) can omit a related person from Section 7.A of Schedule D if you (1) have no business dealings with the related person in connection with advisory services you provide to your clients; (2) do not conduct shared operations with the related person; (3) do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) do not share supervised persons or premises with the related person; and (5) have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

If you have related persons who are not listed on Section 7.A of Schedule D, you should use the Miscellaneous Section of Schedule D to state that you have a supplementary list of related persons who are not listed in Section 7.A, why they are not listed, and that you will provide a copy of that list upon request.

However, you must complete Section 7.A of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act. (Updated September 29, 2017)

- Q: My advisory firm has a related person that is a foreign bank. This foreign bank provides investment advice to its customers for a fee. The foreign bank is not excepted from the definition of investment adviser under the Investment Advisers Act because the foreign bank is not a bank organized under U.S. law. Do I have to list this foreign bank as an adviser in Section 7.A of Schedule D?**

- A:** Yes.

- Q: Item 7.A. asks if my advisory firm has a related person who is a broker-dealer (Item 7.A(1)) or an investment adviser (Item 7.A(2)). Do we use these items to disclose that some of our employees perform investment advisory functions or are registered representatives of a broker-dealer?**

- A:** No. Information about your employees who perform investment advisory functions or are registered representatives of a broker-dealer is requested elsewhere on Form ADV. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

If, however, you have a *related person* (employee, director, etc.) who has a separate business as an investment adviser or broker-dealer, you must report that business in response to Item 7.A. (Updated September 29, 2017)

Form ADV: Item 7.B

- Q:** **Item 7.B. indicates that I may seek to preserve the anonymity of a private fund to which I provide investment advisory services (i.e., a “private fund client”) by using a code or similar designation in responding to questions about the name of the private fund, if I maintain my books and records using the same code or designation pursuant to rule 204-2(d). Must I maintain all of my required books and records using a code or designation in place of the private fund client’s name in order to rely on the instruction in Form ADV?**
- A:** Yes. If you seek to preserve the anonymity from the Commission of the name of a private fund to which you provide investment advisory services (i.e., a “private fund client”), you must maintain all of your books and records required under rule 204-2 using that same designation to identify the private fund client. Rule 204-2(d) permits an adviser to maintain the books and records required under rule 204-2 “in such manner that the identity of any client to whom such investment adviser renders investment supervisory services is indicated by numerical or alphabetical code or some similar designation.” The Commission included this provision when adopting amendments to rule 204-2 in 1961 to reconcile its then newly conferred examination authority (the exercise of which would require the Commission to examine client records) with section 210(c) of the Advisers Act (which generally restricts the Commission’s ability to require any investment adviser to disclose the identity of any client except in connection with enforcement investigations or proceedings). See Notice of Proposed Rule to Require Investment Advisers to Maintain Specified Books and Records Under the Investment Advisers Act of 1940, Investment Advisers Act Release No. 111 (Jan. 25, 1961). The Commission amended the instruction in Item 7.B. of Form ADV in 2011 to allow only those advisers that have sought to protect the identity of their clients from the Commission and its examiners to use a code on Form ADV. Rules Implementing Amendments to the Investment Advisers Act of 1940, Investment Advisers Act [Release No. 3110](#) at fn. 158 (Nov. 19, 2010). (Updated September 29, 2017)
- Q:** **How should a feeder fund that meets the Form ADV’s definition of a feeder fund in a master-feeder arrangement answer question 8(a) (Is this private fund a “fund of funds”?) on Schedule D, Section 7.B.(1)?**
- A:** A private fund that is a feeder fund within the definition of a master-feeder arrangement as defined in Form ADV should answer question 8(a) ‘no.’ Master-feeder arrangements and fund of funds are considered to be two different types of private fund structures for reporting purposes on Form ADV. (Posted February 6, 2012)

Q: Should a master fund in a master-feeder arrangement that is not completing a single Section 7.B.(1) for the master-feeder arrangement under the name of the master fund count the beneficial owners in the feeder funds when answering questions 13-16 on Schedule D, Section 7.B.(1)?

A: Yes. An adviser that is completing a separate Section 7.B.(1) for the master fund and each feeder fund in a master-feeder arrangement should include the beneficial owners of all feeder funds when reporting the number or percentage of beneficial owners for the master fund in questions 13-16 on Schedule D, Section 7.B.(1). (Posted February 6, 2012)

Q: I cannot locate the Form D file number (021 number) for the private fund required by question 22 on Schedule D, Section 7.B.(1), and the private fund does rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933. What should I enter for question 22?

A: The Form D 021 number is available at <http://www.sec.gov/search/search.htm> for Form D filings submitted after January 1, 2002. These numbers may be found under the "File/Firm Number" column after searching for the company name or issuer of the private fund. Depending upon the date of the submission, the filing type may be called "RegDex," instead of "Form D," in the EDGAR database.

For private funds that filed a Form D prior to January 1, 2002 that were not required to file any amendments or updates after January 1, 2002, the adviser should make reasonable efforts to locate this identification number. If the adviser is unable to locate the 021 number for the private fund, then the adviser may enter all nines for the number (e.g., 021-9999999999). (Posted February 6, 2012)

Q: I am an adviser relying on the instruction in Item 7.B. that permits the use of a code or designation to identify a private fund client instead of providing its name. Providing the Form D file number of the private fund in response to question 22 of Section 7.B.(1), however, would reveal the fund's identity. How may I answer question 22 to maintain the anonymity of a private fund client?

A: Advisers that identify a private fund client by code or similar designation may enter all nines for the Form D file number (e.g., 021-9999999999). (Posted February 6, 2012)

Q: How do I get a private fund identification number (PFID) to report a private fund or commodity pool on Form ADV or Form PF?

A: PFIDs may be obtained at any time through the IARD system. To create a PFID, select the option to "Generate a Private Fund Identification Number" on the IARD Main screen under the "Forms" column. If you or another

adviser has already acquired an identification number for this private fund, do not generate a new identification number. You must use the existing number.

If you and another adviser will report on the same private fund, you are responsible for coordinating with one another to ensure that you all use the same private fund identification number for that fund. The system will not store a copy of this identification number until you use it on a Form ADV submission (or a Form PF submission for commodity pools). As a result, you cannot retrieve this number if it is lost before you make your filing.

Once you file information regarding a private fund on Form ADV, you must continue to use the same identification number whenever you amend that information. (Posted February 7, 2012)

Q: How can I look up a private fund's identification number (PFID)?

A: If an adviser to the private fund has submitted a Form ADV filing to report about that private fund, the PFID is publicly available on the public disclosure website (IAPD). An adviser that included the PFID on one of its own filings of Form ADV or Form PF, could retrieve the PFID from a historical filing through its own IARD account. The PFID will appear in Schedule D, Section 7.B.(1) of Form ADV or in Section 1b of Form PF. PFIDs that have not been used in a Form ADV or Form PF cannot be retrieved – you should generate a new PFID by using the "Generate a Private Fund Identification Number" option within IARD. (Posted February 6, 2012)

Q: How should I treat short positions, derivatives, repurchase agreements, total return swaps, and other financial instruments for purposes of calculating regulatory assets under management in Item 5.F. and for purposes of calculating a private fund's gross asset value in question 11 on Schedule D, Section 7.B.(1)?

A: If the private fund has a balance sheet, you may rely on the gross assets reflected on the balance sheet. Accordingly, you need not assess the value of these financial instruments in a manner different from that required under the applicable accounting standard.

For example, when determining whether to include short positions, the short position should be included when it is an asset on the balance sheet in accordance with the applicable accounting standard. Typically, a short sale will be recorded as a short sale liability (because the fund has an obligation to replace the security) together with an asset for the proceeds received or due from the counterparty (e.g., cash received or due from a broker). In that case, the short sale liability would neither be included as an asset nor deducted from assets in the calculation of "gross asset value," although the proceeds received would be included in "gross asset value." However, if the fund takes a short position using a derivative, the derivative itself may have a positive fair value and be recorded as an asset. In this case, the short

position would be included as an asset in the calculation of "gross asset value." (See the Rule Release IA-3221, footnote 83.) (Posted February 6, 2012)

| | |
|-----------|---|
| Q: | <u>I am an adviser to a newly created private fund. When should I report in question 23(a) of Schedule D, Section 7.B.(1) that the private fund is subject to an annual audit?</u> |
| A: | <u>In the staff's view, an adviser should not report that a private fund's financial statements are subject to an annual audit if an auditing firm has not been engaged to conduct an audit for the applicable fiscal year. (Posted October 26, 2023)</u> |
| Q: | How do I find the Public Company Accounting Oversight Board ("PCAOB")-Assigned Number requested in Schedule D, Section 7.B(1)(23)(e) of Form ADV? |
| A: | You can search for information about auditing firms currently registered with the PCAOB at the PCAOB's webpage https://pcaobus.org/Registration/Firms/Pages/RegisteredFirms.aspx . Search for the relevant auditing firm by entering its "Firm Name" and clicking "Search Firms." In the results that are displayed, the PCAOB-Assigned Number can be found in parentheses after the name of the auditing firm. (Posted June 12, 2017) |
| Q: | How should I answer question 23(g) of Schedule D, Section 7.B.(1) if the private fund's audited financial statements for the most recently completed fiscal year will be distributed to the private fund's investors, but have not yet been distributed to the private fund's investors? |
| A: | You may answer "Yes" if you will distribute the audited financial statements as required, but have not yet done so at the time of filing the Form ADV. (Posted June 12, 2017) <u>In the staff's view, if the applicable deadline for the distribution of the private fund's audited financial statements for the most recently completed fiscal year has not yet passed, an adviser may answer "Yes" if it has engaged an auditor and the audited financial statements will be distributed as required. In the staff's view, an adviser should answer "No" if the applicable deadline for distribution has passed and audited financial statements were not delivered to clients for the most recently completed fiscal year. (Updated October 26, 2023)</u> |
| Q: | <u>I am an adviser to a private fund. 100% of my private fund client's assets (by value) were valued by my administrator. Specifically, my administrator carried out the valuation procedure established for all assets and I used that administrator's valuation for purposes of</u> |

| | |
|-----------|--|
| | <u>investor subscriptions, redemptions, distributions, and fee calculations. The administrator is not my related person. I consider my firm to be ultimately responsible for valuing the private fund's assets. In response to Schedule D, Section 7.B.(1), Question 27, should I enter 0% to indicate that I am ultimately responsible? Or enter 100% to indicate that the administrator values the assets?</u> |
| A: | <u>In the staff's view, an adviser should enter 100%. (Posted October 26, 2023)</u> |

[Top](#)

Form ADV: Item 8.G

Q: My advisory firm receives research from broker-dealers that execute our clients' securities transactions. We do not, however, use client brokerage to obtain research produced by third parties — all the research we receive is proprietary research produced by the executing broker-dealers. Moreover, some of the broker-dealers providing the proprietary research are affiliated with my advisory firm. Should I answer "Yes" to Item 8.G.(1)?

A: Yes. Answer "Yes" to Item 8.G.(1) if you receive any research or other product or service that is not execution from any broker-dealer or third party in connection with client securities transactions. Neither the source of the research (i.e., whether it is produced by a third party or produced by the executing broker) nor your affiliation with the research provider should have any effect on your answer to Item 8.G.(1).

[Top](#)

Form ADV: Item 9

(See also [Form ADV-E section below](#) for additional questions related to Item 9.)

Q: Where can I find more information on the custody rule?

A: A link to the custody rule and staff views on certain frequently asked questions pertaining to the custody rule, rule 206(4)-2, may be found at http://www.sec.gov/divisions/investment/custody_faq_030510.htm.

[Top](#)

Form ADV: Item 11

Q: Are SEC-registered advisers and SEC Exempt Reporting Advisers required to report arbitration claims in Item 11?

A: No. However, state-registered advisers filing Part 1B of Form ADV are required by state law to report arbitration claims and complete a corresponding DRP.

Q: Does any question in Item 11 require me to disclose an event that occurred more than 10 years ago?

A: If you are an adviser registered (or registering) with the SEC or filing reports with the SEC as an Exempt Reporting Adviser, you may limit your disclosure of any event in Item 11 to ten years following the date of the event, even if the question is phrased "Have you ever ...".

If you are a state-registered adviser, however, you must respond to the questions in Item 11 as posed.

Advisers should note that they may have a continuing anti-fraud obligation to disclose to clients and prospective clients information about an event that occurred more than 10 years ago, even if the adviser is not required to report that event in response to Item 11 of Part 1 of Form ADV. See [General Instructions for Part 2 of Form ADV](#), Instruction 3.

[Top](#)

Form ADV-E

Q: What is Form ADV-E used for?

A: Form ADV-E is the form used by advisers and independent public accountants to file a certificate of accounting, also referred to as a surprise examination report, for advisers that have custody of client funds or securities in order to be in compliance with rule 206(4)-2 or similar state rules. For more information, please see the adopting release at <http://www.sec.gov/rules/final/2009/ia-2968.pdf> and staff responses to the custody rule at http://www.sec.gov/divisions/investment/custody_faq_030510.htm.

Q: How do I file Form ADV-E?

A: Form ADV-E must be filed electronically through IARD. This is a two step process: (1) the SEC-registered adviser must initiate a Form ADV-E in IARD that identifies the independent public accountant who will be performing the surprise examination (see the IARD Quick Reference Guides on <http://www.iard.com/UserSupport.asp>), and (2) the independent public accountant uploads a surprise examination report to IARD (see <http://www.iard.com/pdf/formADV-E.pdf> for instructions).

Q: If an accounting firm identifies a material discrepancy when performing a surprise examination, how does the accountant send the required notification to the SEC?

A: Please see <http://www.sec.gov/about/offices/ocie/awc-instructions.htm> <https://www.sec.gov/exams/awc-instructions> for addresses and more information. These notifications should be directed to the attention of the U.S. Securities and

Exchange Commission's Director of the [Office Division](#) of ~~Compliance Inspections and~~ Examinations. ([Updated October 26, 2023](#))

[Top](#)

Form ADV-W

Q: How do I withdraw my SEC registration as an investment adviser?

A: File Form ADV-W through IARD. Form ADV-W is effective upon receipt by the SEC. **Warning: If your firm is *not* going out of business, and you are withdrawing your SEC registration because you are "switching" to state registration, you must make sure that there is no "gap" in your registration. Register with state authorities before your SEC registration is withdrawn.**

Q: I currently am registered as an investment adviser with the SEC. I make notice filings with several state authorities. When I file Form ADV-W to withdraw my registration with the SEC, will the state securities authorities where I make Notice Filings be informed of my SEC withdrawal? Will my Notice Filing status be affected?

A: Yes. IARD automatically will notify state securities authorities of your SEC withdrawal and also cancel your Notice Filing status with state securities authorities.

Q: When would I file a Form ADV-W partial withdrawal?

A: If you are registered as an investment adviser in multiple jurisdictions (for example, with the SEC and one or more state securities authorities, or with several state securities authorities) and you want to withdraw your registration in some but not all of these jurisdictions, you should file a Form ADV-W partial withdrawal.

Remember, an SEC registered adviser who makes Notice Filings with state securities authorities is not separately registered as an investment adviser in those states. Check with state securities authorities if you have questions about your registration status.

| | |
|-----------|--|
| Q: | <u>I am currently a state-registered adviser but am applying for SEC registration. What should I do if I meant to file a Form ADV-W partial withdrawal to deregister from a state, but mistakenly filed a full Form ADV-W and terminated my SEC registration as well?</u> |
| A: | <u>Currently, if an adviser contacts EXAMSRegistrationsInquiries@sec.gov within 3 business days of accidentally filing a full Form ADV-W with the Commission, SEC staff may be able to restore the adviser's "Approved" registration status with the SEC. SEC staff, however, cannot alter the registration status of a state-registered adviser. Requests to alter a state registration status must be directed to the applicable state(s). Similarly, advisers may need to contact the states regarding the status of any state-registered investment adviser representative registrations or adviser notice filings that may have been impacted by the accidental filing. (Posted October 26, 2023)</u> |

Q: [After submitting a Form ADV-W to withdraw my firm's registration with the SEC as an investment adviser, personnel at my firm realized that one of its responses to an Item was incorrect. How can I correct this response?](#)

A: [After an adviser submits a Form ADV-W, the IARD system will not permit the adviser to update any incorrect response or to amend that filing. An adviser in this situation may email EXAMSRegistrationsInquiries@sec.gov to discuss whether and how any corrections can be memorialized. \(Posted October 26, 2023\)](#)

[Top](#)

Final Filing for Exempt Reporting Advisers

Q: **How do I indicate I am no longer an SEC Exempt Reporting Adviser?**

A: File a Final Filing through IARD. A Final Filing is effective upon receipt by the SEC. Warning: If your firm is not going out of business, and you are filing a Final Filing to end reporting as an Exempt Reporting Adviser because you are "switching" to SEC registration, you must file a Final Filing that is also an initial request for registration. See the [Switching SEC Registration/SEC Exempt Reporting Adviser](#) section below for more information.

Q: [After submitting a final report as an exempt reporting adviser, personnel at my firm realized that one of its responses to an Item was incorrect. How can I correct this response?](#)

A: [After an adviser submits a final report as an exempt reporting adviser, the IARD system will not permit the adviser to update any incorrect response or to amend that filing. An adviser in this situation may email EXAMSRegistrationsInquiries@sec.gov to discuss whether and how any corrections can be memorialized. \(Posted October 26, 2023\)](#)

[Top](#)

Form ADV: Part 2

Note: Additional *Staff Responses to Questions About Part 2 of Form ADV* are available at <http://www.sec.gov/divisions/investment/form-adv-part-2-faq.htm/form-adv-part-2-faq.htm>.

Q: **Must I file Form ADV Part 2 in electronic format through IARD?**

A: If you are registered with the SEC, you must file Form ADV Part 2A (brochure) in electronic format through IARD and also deliver such brochure to clients. You are not required to file Form ADV Part 2B (brochure supplement) with the SEC, but must deliver your brochure supplement(s) to clients. If you are applying for initial registration with the SEC, you must include your brochure in your registration application submitted through IARD. Submitting a brochure on IARD does not satisfy your obligation to deliver such brochure to your clients.

Please note that SEC-registered advisers are not required to deliver a Part 2A brochure to either (i) clients that are SEC-registered investment companies or business development companies; or (ii) clients who receive only impersonal investment advice from the adviser and who will pay the adviser less than \$500 per year. An SEC-registered adviser is not required to deliver a Part 2B brochure supplement to a client (i) to whom it is not required to deliver a brochure, (ii) who receives only impersonal investment advice, or (iii) who is a certain officer or employee of the adviser.

Q: How do I attach my Part 2 brochure to my IARD filing?

A: From within a Form ADV draft filing, choose "Part 2" from the menu on the left hand side, then select "Create New Brochure" from the following screen. Complete the fields (name, description, etc.), then save the information. Continue with your Form ADV filing, making amendments or completing it as necessary, including the execution page. Then select "Submit Filing." You will not be prompted to upload your Part 2 brochure until you resolve all completeness checks. When you have passed all the completeness checks, select "Browse..." to identify the Part 2 brochure that you want to upload from your computer to IARD and then click "Submit Filing." The Part 2 brochure must be in a single, text searchable Adobe Acrobat format (PDF). More detailed information may be found in the IARD Quick Reference Guides (<http://www.iard.com/UserSupport.asp>)

Q: [When responding to Item 2 of Form ADV Part 2A, is providing a list of material changes sufficient or must I discuss such material changes?](#)

A: [An adviser must identify and discuss material changes; in the staff's view, providing a list of material changes is not a sufficient discussion of material changes. See the instructions for Item 2 of Form ADV Part 2A. \(Posted October 26, 2023\)](#)

[Top](#)

[Form ADV: Part 3 \(Form CRS; Relationship Summary\)](#)

Note: [Additional Frequently Asked Questions on Form CRS](https://www.sec.gov/investment/form-crs-faq) are available at <https://www.sec.gov/investment/form-crs-faq>.

Q: [Is Form CRS required to be filed with my initial registration request to be a Commission-registered investment adviser if I intend to have clients who are retail investors?](#)

A: [Yes. Form CRS is required to be filed with an initial registration request if the adviser intends to have retail investors as clients. See rule 204-5 and the introduction to General Instructions to Form CRS. A "retail investor" includes a natural person, or the legal representative of such natural person, who seeks to receive or receives services](#)

[primarily for personal, family or household purposes. See General Instruction 11 to Form CRS. \(Posted October 26, 2023\)](#)

Schedules A & B

Identification Number Questions

Q: I need to list a foreign entity on Schedule A/B. This entity does not have an IRS Tax Number or Employer ID Number. What should I enter in the box requesting an IRS Tax Number or Employer ID Number?

A: Type "Foreign Entity" in the box and select Employer ID Number as the type of information being provided. IARD will accept this response.

Q: I need to list a trust on Schedule A/B. The trust does not have a CRD number. What should the trust use for its identification number?

A: The trust should use its IRS tax number. If the trust's IRS tax number is the same as the grantor's social security number, use that number and indicate that it is a social security number.

[Top](#)

Schedule A

Ownership Code Questions

Q: Two or more people jointly own 30% of an adviser. On Schedule A, what is each person's percentage of ownership?

A: Schedule A must report the maximum ownership (control) of each individual or entity listed. Because these are joint owners, each would be a 30% owner for purposes of Schedule A. Each should use Ownership Code C – 25% but less than 50%.

Q: If one person, identified in the previous question also owns 25% of the adviser in her own name, how does that change her percentage of ownership?

A: Schedule A must report the maximum ownership (control) of each individual or entity listed. Therefore, this person should combine her individually and jointly held interests for a total ownership of 55% (25% + 30%). She should use Ownership Code D – 50% but less than 75%.

Q: A trust owns 30% of an adviser. The trust has two trustees. What are the Ownership Codes for the trust and each of its trustees?

Posted Date: October 26, 2023

A: The trust and each of the two trustees must be listed on Schedule A. The trust has 30% ownership. The trust should use Ownership Code C – 25% but less than 50%. Each of the trustees also has 30% ownership. Each trustee should use Ownership Code C – 25% but less than 50%.

Q: If one of the trustees, identified in the previous question, owns 25% of the adviser in his own name, how does that change the trustee's percentage of ownership?

A: Schedule A must report the maximum ownership (control) of each individual or entity listed. Therefore, the trustee should combine his individual ownership with the ownership of the trust for which he is trustee. The trustee would have a total ownership of 55% (25% + 30%). He should use Ownership Code D – 50% but less than 75%.

Date Title or Status Acquired Question

Q: My advisory firm's Schedule A includes an executive officer whose title has evolved over time. What date should I use for the date the executive officer's title was acquired? Should it be the date the executive officer acquired his or her current title? Or, should it be the date the executive officer first acquired a title that required him or her to be listed on Schedule A?

A: You have two options. You can make multiple entries for the executive officer, listing the officer's titles, and the dates they were acquired, as the titles evolved over time. Or, you can list the executive officer once, using his or her current title and the date the officer first acquired a title that required him or her to be listed on Schedule A.

[Top](#)

Schedule B

Q: How do I determine which indirect owners must be listed on Schedule B?

A: Indirect owners that own 25% or more of a direct owner must be listed. Think of this as a "first level" of indirect ownership. Then examine the ownership structure of each of those listed indirect owners and determine whether any person owns 25% or more of that indirect owner. If so, the person must be listed. Think of these as "second level" indirect owners. Continue up the chain of ownership, and AT EACH LEVEL look to see if there are any 25%-or-more owners. If so, list them. If you reach a public company, stop.

[Top](#)

Schedule C

Q: [I am already registered and have listed my firm's direct owners and executive officers and indirect owners on Schedule A and B, respectively. The instructions tell me to make updates on Schedule C but, when I enter IARD, I don't see Schedule C. What should I do?](#)

A: [The IARD system presents Schedule C together with schedules A and B to permit changes to occur more easily. An adviser should use Schedule A/C to update the information about its direct owners and executive officers, and Schedule B/C to update the information about its indirect owners. \(Posted October 26, 2023\)](#)

[Top](#)

Schedule R

Q: **Is the Staff withdrawing the January 18, 2012 letter addressed to the American Bar Association, Business Law Section ("2012 ABA Letter") (available at <http://www.sec.gov/divisions/investment/noaction/2012/aba011812.htm>)?**

A: The Staff is withdrawing only the staff's response to Question 4 of the 2012 ABA Letter, which has been superseded by the Commission's adoption of amendments to Form ADV that codify umbrella registration for certain advisers to private funds. See Form ADV and Investment Advisers Act Rules, Investment Advisers Act [Release No. 4509](#) at p. 61-75 (August 25, 2016). In the 2012 ABA Letter, the staff in its answer to Question 4 stated that it would not recommend enforcement action to the Commission against an investment adviser that files (or amends) a single Form ADV on behalf of itself and each "relying adviser" under certain described circumstances. That staff position has now been codified in Form ADV. (Posted June 12, 2017)

Q: **Is a non-resident general partner or managing agent of a relying adviser required to file Form ADV-NR, even if the relying adviser itself is a resident in the United States?**

A: Yes. As specified in Form ADV-NR, every non-resident general partner and managing agent of any investment adviser (domestic or non-resident) must file a Form ADV-NR. Because a relying adviser reporting on Schedule R of Form ADV is an investment adviser, every non-resident general partner and managing agent of such relying adviser must file Form ADV-NR in connection with the relying adviser's initial reporting on Schedule R. A general partner or managing agent of a relying adviser who becomes a non-resident after the relying adviser's initial reporting on Schedule R must file Form ADV-NR within 30 days of the date of becoming a non-resident. (Posted June 12, 2017)

Q: **Should my advisory firm file Schedule R with respect to a special purpose vehicle ("SPV") described in the 2005 and 2012 staff**

letters to the American Bar Association? In those letters, the staff stated that it would not recommend enforcement action to the Commission against a registered investment adviser that creates an SPV to act as a private fund's general partner or managing member and that relies upon the registered adviser's registration with the Commission rather than separately register. See December 8, 2005 letter addressed to the American Bar Association's Subcommittee on Private Investment Entities ("2005 Staff Letter") (available at <https://www.sec.gov/divisions/investment/noaction/aba120805.htm>) and January 18, 2012 letter addressed to the American Bar Association, Business Law Section ("2012 Staff Letter") (available at <http://www.sec.gov/divisions/investment/noaction/2012/aba011812.htm>).

A: No, the 2005 Staff Letter and 2012 Staff Letter continue to represent the staff's position. The staff would not recommend enforcement action to the Commission against an SPV that does not file a Schedule R, but meets the fact patterns and conditions described in the 2005 Staff Letter (and described in the 2012 Staff Letter as the "2005 Conditions"). (Posted June 12, 2017)

Q: Is umbrella registration (and the filing of Schedule R) permitted for exempt reporting advisers?

A: No, as indicated in the Note to General Instruction 5. Umbrella registration is available only for "filing advisers" and "relying advisers" to register with the Commission. Each filing adviser and relying adviser must satisfy the definitions of those terms (including that it is otherwise "eligible to register" with the Commission) and meet the conditions set forth in General Instruction 5. (Posted June 12, 2017)

Q: How do I switch a relying adviser from filing as a relying adviser on Schedule R to being an exempt reporting adviser?

A: The relying adviser should first submit its own Form ADV as an exempt reporting adviser.

Once that Form ADV is submitted, the filing adviser should file an other-than-annual amendment to its Form ADV. On Schedule D of the amendment, the adviser should remove the relying adviser and any private funds advised by the relying adviser by selecting the "Delete" option in Section 7.B.(1) of Schedule D. On Schedule R of the amendment, the adviser should delete the existing Schedule R for the ineligible relying adviser by selecting the "Delete" option and selecting "No Longer Eligible" from the drop-down menu. A pop-up warning message will be displayed, which the adviser should review before selecting either "OK" or "Cancel". (Posted June 12, 2017)

Q: [My firm includes two investment advisers. On our Form ADV, Adviser A is the "filing adviser" and reports on Form ADV the other adviser \(Adviser B\) as a "relying adviser." My firm would now like to reflect that Adviser B will become the filing adviser, and Adviser A will become the relying adviser. What is the correct way to make this change on Form ADV?](#)

A: [To avoid a period during which neither Adviser A nor Adviser B is registered with the Commission, the following process should be followed: \(1\) Adviser B should file an initial application for SEC registration and include on that initial application a Schedule R listing Adviser A as a "relying adviser". \(2\) Once Adviser B's registration request is approved, then Adviser A should file Form ADV-W to withdraw its registration. \(Posted October 26, 2023\)](#)

Q: **Can a relying adviser be deleted from a Form ADV simply by selecting Item (9) ("are no longer eligible to remain registered with the SEC") in Section 2?**

A: No. In addition to selecting Item (9), the filing adviser must also select one of the two options under "Delete a Schedule R" at the top of Schedule R [and remove the relying adviser's name from all applicable entries in Section 7.B.\(1\) of Schedule D. \(Posted June 12, 2017\)\(Updated October 26, 2023\)](#)

[Top](#)

Miscellaneous Section

Q: **Is the Miscellaneous Section at the end of Schedule D restricted to discussion of information covered only by Schedule D, or can I use it for explanatory information related to other parts of Form ADV?**

A: You may use the Miscellaneous Section to provide explanatory information about your response to any item in Form ADV.

[Top](#)

Execution Page

Q: **Does the execution page of my Form ADV have to be manually signed?**

A: No. A manual signature is not required on Form ADV. The "official" signature for each Form ADV you file is the typed signature that appears on your electronic filing.

[Top](#)

Filing Submitted

Q: After I hit the "submit" button, how do I know that my IARD filing has been successfully filed?

A: If the filing appears in your IARD filing history, you have successfully filed the filing. To check your filing history, go to the "IARD Main" screen. Select "Historical Filing" under the Forms section/column. Your filing should appear on the list of filings you have filed on IARD. If you believe that you submitted a filing that does not appear in your IARD "Historical Filing" section, you should call FINRA's Gateway Call Center at (240) 386-4848.

[Top](#)

Filing **Anan** Annual Updating Amendment

Q: Our fiscal year ends December 31. When should I file our Annual Updating Amendment to Form ADV?

A: If your fiscal year ends on December 31, you must file your Annual Updating Amendment by March 31 (March 30 during a leap year) so that it is submitted within 90 days of your fiscal year end.

Q: My fiscal year ends in a month other than December. When must I file my Annual Updating Amendment to Form ADV?

A: Your Annual Updating Amendment must be filed within 90 days of your fiscal year end.

Q: The 90-day deadline for filing my Annual Updating Amendment falls on a day that the IARD is closed. If the IARD is closed on my deadline date, is my filing deadline extended one business day?

A: Yes. Your deadline for filing your Annual Updating Amendment is extended until the next business day. See rule 0-4 under the Investment Advisers Act and check FINRA's website at www.IARD.com for IARD's hours of operation.

Q: Despite my firm's best efforts, we will be unable to submit our annual updating amendment to Form ADV by the deadline. In addition, we have not requested a temporary hardship exemption under rule 203-3 because we did not have unanticipated technical difficulties that prevented us from submitting the filing. Can the staff provide my firm with a grace period during which my firm may make its filing?

A: No. SEC staff is unable to provide any "grace period". If an adviser does not file an amendment to Form ADV by the deadline provided in rule 204-1, the adviser is in violation of the rule. Whether the staff would recommend action based on such a violation will depend on the facts and circumstances of the late filing. Advisers should file the required filing as soon as possible. When an adviser files its annual updating amendment, the adviser may consider including a note in the Miscellaneous section of Schedule D explaining the circumstances of the late

filing. Additionally, the adviser may consider including a note to be maintained in the adviser's books and records explaining the reason for the late filing, the steps the adviser took to address the late filing, and the steps the adviser is taking to prevent any late filings in the future. The adviser may also wish to consider changes to its policies and procedures to avoid this error in the future. (Posted October 26, 2023)

Q: The IARD system is down and has caused me to not make my filing in time. Can I receive an extension?

A: Each year, IARD shuts down for several days near the end of December to process renewals of state notice filings and registrations. During this period, advisers are not able to submit filings. Advisers may wish to review the text of rule 0-4(a)(3), which permits certain filings to be considered timely if they were due during the period IARD is shut down and they are made no later than the following January 7. The text of the rule is available here: <https://www.ecfr.gov/current/title-17/chapter-II/part-275>. There may be other times in the year where IARD has scheduled outages. The availability schedule is here: <https://www.iard.com/availability>. In the event that a filing is delayed due to IARD being shut down, the staff believes that an adviser should file as soon as the system becomes available. An adviser may also wish to maintain a note in the firm's books and records explaining the reason for the filing date. (Posted October 26, 2023)

Q: Will I receive any type of notification or reminder about when my next Annual Updating Amendment should be filed?

A: No. Your firm is responsible for tracking and submitting timely filings. You should always calendar your Annual Updating Amendment filing, which is due within 90 days following the end of your fiscal year, and you should review General Instruction 4 to Form ADV for other updating requirements. The General Instructions are on the SEC website at www.sec.gov/iard.

The IARD system does have an email alert and reminder function. To take advantage of this function, the adviser must supply the email address of its chief compliance officer or contact person in its response to Item 1.J.(1) or 1.K of Part 1A of Form ADV; and the chief compliance officer or contact person should confirm the email address by responding to the confirmation request the IARD system sends to the contact person. Through this email function, the SEC-registered investment adviser will receive email reminders of certain filing deadlines as well as email notices of SEC regulatory and compliance information. (Updated September 29, 2017)

Q: I have changed my fiscal year end. When do I file my Annual Updating Amendment to Form ADV?

A: You should promptly amend Item 3.B to indicate the new month in which your fiscal year ends by filing an amendment to Form ADV through IARD. Notwithstanding the Commission's requirement that you file an Annual Updating Amendment "at least annually" within 90 days after the end of your fiscal year, if you change the month of your fiscal year end you may wait to file your next Annual Updating Amendment until within 90 days after the end of your new fiscal year, provided that: (i) the month of your new fiscal year end is no more than three months different from the month of your old fiscal year end; (ii) you have not repeatedly changed your fiscal year end in an effort to avoid the requirement to file at least annually; and (iii) you have filed an

Annual Updating Amendment within 90 days after the end of your most recent (old) fiscal year. Despite this guidance, you may continue to receive late filing notice emails from the IARD System, which is programmed to send notices automatically to advisers who have confirmed their email addresses in IARD when an Annual Updating Amendment is not filed within 90 days after the end of the month reported under Item 3 as your fiscal year end. (Updated September 29, 2017)

Q: My firm is an SEC registered investment adviser that has a fiscal year ending in December. In February, the firm filed an other-than-annual amendment. Must the firm also file an annual amendment at some point within 90 days following the end of its fiscal year?

A: [Yes. Filing an other-than-annual amendment to Form ADV does not satisfy a registered investment adviser's \(or an SEC exempt reporting adviser's\) obligation to file an annual updating amendment. \(Posted October 26, 2023\)](#)

Q: My firm was an SEC exempt reporting adviser that transitioned to being an SEC-registered investment adviser. That registration was approved effective after my firm's fiscal year-end (e.g., January 19). The firm's fiscal year-end is December 31. Is the firm's first annual updating amendment as a registered investment adviser due on March 31 of this year or March 31 of next year?

A: [March 31 of next year. The obligation to file an annual updating amendment begins at the end of the fiscal year in which the firm received approval of its SEC registration application. \(Posted October 26, 2023\)](#)

Q: I accidentally submitted our annual updating amendment as an "other-than-annual amendment." How should we proceed?

A: [Filing an other-than-annual amendment is not a substitute for filing an annual updating amendment, and SEC staff do not have the ability to change the date \(or any information filed\) on Form ADV filings. The adviser should file an annual updating amendment as soon as possible. If the 90-day filing deadline has expired to file an annual updating amendment, the adviser may wish to consider entering a note in the Miscellaneous section of Schedule D explaining, as applicable, that the adviser did timely file an amendment with all of the information updated but submitted the amendment as the wrong type, and that this annual updating amendment is late due to an administrative error. The adviser may also wish to consider changes to its compliance policies and procedures to avoid this error in the future. \(Posted October 26, 2023\)](#)

Q: There was a typo in the year for our annual amendment filing, and it now looks like we are deficient in our filing. Can this be corrected?

A: [Under these circumstances, an adviser will need to file another Form ADV annual updating amendment with the correct year. SEC staff is unable to change the date \(or any information filed\) on Form ADV filings. The adviser may wish to consider entering a note in the Miscellaneous section of Schedule D explaining the reason for filing an amended annual updating amendment. \(Posted October 26, 2023\)](#)

[Top](#)

Filing an Other-than-Annual Amendment ~~to Form ADV~~

Q: I previously filed my firm's Form ADV through the IARD system, and it is not yet time to file my Annual Updating Amendment. When must I amend my Form ADV in between Annual Updating Amendments, and how do I amend my Form ADV to reflect changes?

- A:**
1. You should review Item 4 of the Form ADV General Instructions to determine when you must amend your Form ADV. You can view the General Instructions at www.sec.gov/about/forms/formadv.pdf.
 2. To amend your Form ADV, you should take the following steps:
 - A. Log on to the IARD. In the Forms section/column choose "New/Draft Filing" for Form ADV.
 - B. Select the filing option to file an amendment, then select an other-than-annual amendment as the type of amendment.
 - C. You can now begin to enter the appropriate information on the form. When you have finished amending your Form ADV, complete the appropriate Execution Page, run the completeness check, correct any completeness errors and submit the filing. No processing fees are charged for other-than-annual amendments (although state fees may be charged if a new Notice Filing or State Registration is selected).
 - D. For a more detailed discussion of how to file an other-than-annual amendment to Form ADV, see the IARD Quick Reference Guides at <http://www.iard.com/UserSupport.asp>.

[Top](#)

Public Disclosure

Q: When will the IARD Public Disclosure website become available?

- A:** The IARD Public Disclosure website, <https://adviserinfo.sec.gov/> began operating on September 25, 2001. Members of the public now can view an adviser's most recent Form ADV on line. The IARD Public Disclosure website is accessible from any computer at no charge.

Q: I don't have a computer. How can I obtain a copy of a Form ADV filed on IARD?

- A:** ~~To~~ [A registered investment adviser's most recently-filed Form ADV is available on IARD \(https://adviserinfo.sec.gov/\)](https://adviserinfo.sec.gov/). In addition, you can obtain a copy of ~~a~~ [older Form ADV filings](https://www.sec.gov/forms/request_public_docs#no-back) filed on IARD [by completing an electronic Request for Copies of Documents \(https://www.sec.gov/forms/request_public_docs#no-back\)](https://www.sec.gov/forms/request_public_docs#no-back) or ~~a Form ADV filed on paper~~, ~~send~~ [by sending](https://www.sec.gov/forms/request_public_docs#no-back) a written request to the SEC's Office of FOIA [Services](https://www.sec.gov/forms/request_public_docs#no-back). You can send your [written](https://www.sec.gov/forms/request_public_docs#no-back) request (1) by e-mail at publicinfo@sec.gov foiapa@sec.gov; (2) by fax at (202) 772-9337 or (3) by US Mail to the SEC, Office of FOIA/~~PA-Operations~~ [Services](https://www.sec.gov/forms/request_public_docs#no-back), 100 F Street, NE, Washington, DC ~~20549-2736~~ [20549-2465](https://www.sec.gov/forms/request_public_docs#no-back). Your request should include your name, address and telephone number. More information may be found on <http://www.sec.gov/answers/publicdocs.htm>.

Posted Date: October 26, 2023

If you need additional assistance, you may contact the SEC's Office of Investor Education and Advocacy at (202) 551-8090. [\(Updated October 26, 2023\)](#)

Q: [The IARD Public Disclosure website, https://adviserinfo.sec.gov \(the "IARD website"\), lists several names for an adviser on its "Investment Adviser Firm Summary." My firm no longer uses one of these names and amended its Form ADV accordingly. Yet, the website continues to list this name. How can my firm remove one of these names from the website?](#)

A: [The IARD website provides an "Investment Adviser Firm Summary" for each adviser. This information comes automatically from information that the adviser filed on its Form ADV, and includes names used by the adviser and filed on previous amendments. The staff is unable to remove such previously reported names and believes there is a benefit to maintaining public records of names previously used by an adviser. \(Posted October 26, 2023\)](#)

[Top](#)

Using IARD

Completeness Check Problems

Q: **When completing my Form ADV filing, I receive a completeness check error that says, "Part 1B state registration, at least one state must be selected." My firm is SEC-registered. Why does this occur?**

A: This problem typically occurs because you selected the wrong type of filing to submit. (Usually an SEC registered adviser has incorrectly selected "Apply for Registration as an Investment Adviser in One or More States"). To correct the problem, delete that filing and select the appropriate type of filing (usually an Other-Than Annual Amendment or Annual Updating Amendment) when you begin a new filing. (Updated September 29, 2017)

[Top](#)

Daily Account and Renewal Account

Q: **What is the difference between the IARD Flex-Funding Account and the IARD Renewal Account?**

A: The IARD Flex-Funding Account is the financial account used to fund all types of adviser filings and registration fees except state renewal filing fees. The IARD Flex-Funding Account can be accessed any time during IARD operating hours.

The IARD Renewal Account is the financial account used only to pay state fees for renewal of State Registrations, State Investment Adviser Representative registrations, and State Notice Filings. The IARD Renewal Account is used only during the renewal period (November-December) each year.

[Top](#)

Removing a DRP

Q: Can I remove a DRP (disclosure reporting page) from my firm's Form ADV?

A: Yes, but only in three situations. A DRP can be removed if (1) the DRP was filed for an advisory affiliate that is no longer associated with your firm; (2) your firm is SEC-registered or an SEC Exempt Reporting Adviser and the event or proceeding reported in the DRP is more than 10 years old, or was resolved in your firm's favor (or your advisory affiliate's favor if the DRP was filed for an affiliate); or (3) the DRP was filed in error (such as due to a clerical or data-entry mistake).

To remove a DRP, click the appropriate box in Part I of the affected DRP. If the related response to Item 11 (Disclosure Information) in Form ADV also has changed, you will need to change the Item 11 response by filing another amendment. You cannot change both the DRP and the related Item 11 response in the same filing. Therefore, after you submit a filing with the DRP change, create a new filing, change the appropriate response in Item 11, and submit that subsequent filing. (Updated September 29, 2017)

[Top](#)

Getting Access to IARD

Q: How do I get access to IARD for myself and/or other people working for my adviser firm?

A: The IARD system is a secure site. In order to gain access to IARD, you must ~~complete~~ [seek](#) the ~~form in FINRA's appropriate~~ entitlement ~~packet. Mail the completed form to FINRA using the address that appears on the form~~ [from FINRA, explained at https://www.finra.org/filing-reporting/entitlement.](#)

[Advisers must complete and submit to FINRA the New Organization Super Account Administrator \(SAA\) Form, available at https://www.finra.org/filing-reporting/entitlement-program/new-organization-saa-form](#). FINRA will establish an account after receiving the form and provide access to the account to the individual identified in your advisory as the "Super Account Administrator". FINRA will email your Super Account Administrator a confirmation packet with a username and password. The Super Account Administrator then can set up other user accounts to access IARD and assign passwords to those users. The [IARD Quick Reference Guides](#) provide directions on how to create other user accounts. [If an adviser needs a type of access other than SAA access, please visit https://www.finra.org/filing-reporting/entitlement](#) (Updated October 26, 2023)

[Top](#)

New Direct Owner

Q: How do I enter a new direct owner?

A: You can create a new direct owner in an amendment to your Form ADV. Click on SCHEDULE A/C DIRECT OWNERS/ EXECUTIVE OFFICERS on the navigation panel. Then select the appropriate owner type — "New Individual" (a human being) or "New Entity" (a company). If you select "New Individual," the system will allow you to search to see if the individual already has a CRD record. If he or she does have a CRD record, his or her name will be displayed. Click on the name to open the screen that allows you to enter the schedule information. If no CRD record is found, click on the "Create Individual" button to assign the individual a CRD number and open the schedule information screen.

[Top](#)

Passwords

Q: As my firm's Account Administrator, how do I change a User's password?

A: The User has the ability to change his/her own password. However, the Super Account Administrator and the other Account Administrators also have this capability. Follow these steps to change a *User's password*.

1. Under ADMIN TOOLS, click ACCOUNT MANAGEMENT on the main sitemap
2. Search for the user whose password is to be changed and click on their user ID to open their profile
3. Select CHANGE PASSWORD from the navigation panel
4. Type in a new password
5. Click on SAVE

Note: Passwords must meet the following criteria:

1. The minimum password length is 8 characters.
2. Password changes are limited to one per user per day.
3. Passwords must contain characters from *three* of the following four categories:
 - o English upper case characters (A...Z)
 - o English lower case characters (a...z)
 - o Base 10 digits (0...9)
 - o Non-alphanumeric (For example, !,\$,#,%)

[Top](#)

New Filing, Draft/Pending Filing, or View Last Filing

Q: When I try to amend my Form ADV Part 1 on IARD and click on "New/Draft Filing," why doesn't my most recently filed Form ADV show up?

A: Select "New/Draft Filing" if you want to begin the process of amending your Form ADV Part 1. A new Form ADV Part 1 pre-populated with the last information you filed will appear on your screen. You then can amend any item in Part 1 that requires updating

and click "Submit" to file your amendment. The IARD system automatically saves and stores draft amendments. Therefore, you may start to work on an amendment and store your draft so you can complete it later.

"New/Draft Filing" stores unfinished draft filings, not completed filings. When you click on "New/Draft Filing," you retrieve a draft filing that you started working on, did not finish and saved for completion at a later time. IARD allows you to store an uncompleted filing for up to 120 days so you can continue completing it without having to start from scratch with a new filing.

To **view your last filed Form ADV**, click on "Historical Filing".

[Top](#)

Printing Form ADV

Q: Can I print my Form ADV?

A: Yes. Under the Forms section/column, click on "Historical Filing." Select the filing ID you want to print. When the new window opens, select "All Sections" and then click on the printer icon located on the top right corner. A new print window will appear, and you can select print. Section 7.B.(1) of Schedule D may need to be printed separately if many private funds were reported; a note will appear at the top of the filing and within Section 7.B.(1) that indicates Section 7.B.(1) must be printed separately. (Updated September 29, 2017)

Q: [I am a member of the public. Can I obtain historical Form ADVs of an adviser?](#)

A: [The IAPD website shows the most recent Form ADV for advisers that are currently registered or were registered \(or filing reports as exempt reporting advisers\) within the last 10 years. Please see here: <https://adviserinfo.sec.gov/>. There are also excel files of monthly data \(available here: <https://www.sec.gov/help/foiadocsinvafoia>\), which show a snapshot of the Form ADV questions filed to date, as well as a report of quarterly data \(available here: <https://www.sec.gov/foia/docs/form-adv-archive-data>\), which contain more information than the monthly files \(e.g., Schedule D\). The public may also request old/historical Form ADV filings through the SEC's website: <http://www.sec.gov/answers/publicdocs.htm>. The relevant form is at \[https://www.sec.gov/forms/request_public_docs#no-back\]\(https://www.sec.gov/forms/request_public_docs#no-back\). \(Posted October 26, 2023\)](#)

[Top](#)

Switching SEC or State Registration

Q: **How do I convert my firm from being state-registered to being SEC-registered or vice versa? When do I submit my partial ADV-W?**

A: *To convert from being a state-registered adviser to being an SEC-registered adviser, submit the filing type "Apply for registration as an investment adviser with the SEC." After the SEC approves your registration you should*

file a "Partial ADV-W" to withdraw your state registration(s). **Do NOT file your Partial ADV-W until your application for SEC registration is approved or you will be unregistered and may be unable to conduct your business during this period of time.**

*To convert from being a SEC-registered adviser to being a state-registered adviser, submit the filing type "Apply for registration as an investment adviser with one or more states." After your state registration has been approved, then you should file a "Partial ADV-W" to withdraw your SEC registration. **Do NOT file your Partial ADV-W until your state registration application(s) are approved or you will be unregistered and may be unable to conduct your business during this period of time.***

| | |
|-----------|---|
| Q: | <u>My firm is a state-registered investment adviser that had under \$90 million in regulatory assets under management at the end of its last fiscal year. Several months later, regulatory assets under management have grown to approximately \$120 million. How soon must the firm apply for registration with the SEC as an investment adviser?</u> |
| A: | <u>A state-registered investment adviser must apply for registration with the SEC within 90 days of filing an annual updating amendment reporting that it is required to register with the SEC. Once a state-registered investment adviser's registration with the SEC is effective, then the adviser can file its partial Form ADV-W to withdraw its state registration. An adviser must determine with which regulator(s) it must be registered once a year when the adviser files its Form ADV annual updating amendment. For example, an adviser that reports over \$110 million in regulatory assets under management on its annual updating amendment must apply for registration with the SEC within 90 days of filing that amendment. Please refer to rule 203A-1(b)(1) and Form ADV General Instructions, Instruction 11. (Note, however, that an investment adviser that has its principal office and place of business in a state that does not provide for examination by the securities commissioner (or agency or office performing like functions) of the state in which the investment adviser maintains its principal office and place of business (e.g., New York) is required to register with the SEC once it has at least \$25 million in regulatory assets under management, unless an exemption from SEC registration is otherwise available. See section 203A(a)(2) of the Advisers Act.) (Posted October 26, 2023)</u> |

[Top](#)

Switching SEC Registration/SEC Exempt Reporting Adviser

Q: How do I switch my firm from filing as an SEC Exempt Reporting Adviser to being SEC-registered?

A: *To convert from filing as an SEC Exempt Reporting Adviser to being an SEC-registered adviser, choose the filing type option "Submit a Final Report as a SEC Exempt Reporting Adviser" and check the sub-filing option to also "Apply for*

registration as an investment adviser with the SEC". This single filing is both the final filing for an SEC Exempt Reporting Adviser and an initial registration request to become an SEC-registered adviser.

Note: You must update your answers to questions you completed as an Exempt Reporting Adviser, and you must complete the remaining items required for an application for registration. Please see Form ADV General Instructions, Instruction 13 and Instruction 15 for more guidance.

Q: How do I convert my firm from being an SEC-registered adviser to filing as an SEC Exempt Reporting Adviser?

A: *To convert from being an SEC-registered adviser to filing as an SEC Exempt Reporting Adviser, first submit a Form ADV-W withdrawal (full withdrawal if only registered with the SEC or a partial withdrawal if you are required to remain registered with one or more states) and indicate in Item 2's "Reason for Withdrawal" that the reason is "Switching from SEC registration to SEC Exempt Reporting Adviser." Note that if you do not select "Switching from SEC registration to SEC Exempt Reporting Adviser," your IARD access will be terminated. Second, after the ADV-W is filed, begin a new Form ADV filing and choose the option to "File an Initial Report as an Exempt Reporting Adviser with the SEC." See Form ADV General Instructions, Instruction 13 for information regarding when an SEC Exempt Reporting Adviser must submit its first report.*

Q: [My firm previously reported to the SEC as an ERA but its filing status was changed to withdrawn. We plan to file as an ERA again. Is there a way to reclaim our previously issued CRD number or SEC number \(801-# or 802-#\)?](#)

A: [Advisers always receive a new SEC number \(801-# or 802-#\) when they reapply for registration or refile as an ERA. Advisers are permitted to use their old CRD number as long as that CRD number was actively in use within the last 12 months \(e.g., active registrations existed under that number\). \(Posted October 26, 2023\)](#)

<http://www.sec.gov/divisions/investment/iard/iardfaq.shtml>