

# 2025 Proskauer Annual Review for Private Investment Funds

February 26, 2025

The following Annual Review is a summary of some of the significant changes and developments that occurred in the past year and certain recommended practices that investment advisers/investment managers to private funds should consider in 2025.

Highlights from this year's Annual Review include:

??? **An in-depth review of SEC regulatory changes**, including detailed explanations of new SPAC-related rules, the expanded scope of market participants under the Exchange Act, amendments made to Form PR and Regulation S-P, recently adopted rules regarding the Investment Company Act, and judicial invalidation and other challenges to SEC rulemaking.

??? **A summary of SEC examination priorities impacting investment advisers**, including off-channel communications, fees and expenses, conflicts of interest and exempt reporting adviser exams.

??? **A review of recent SEC guidance, compliance challenges, and enforcement actions related to the Marketing Rule**, highlighting issues such as IRR calculations, deficiencies in marketing materials, recordkeeping violations and evolving examination priorities for investment advisers.

??? **Tax updates**, including an overview of the tax implications of new regulations and decisions regarding REITS, market-based sourcing for sales, "corporate jets," partnerships, Section 83(b) elections and a summary of the UK's recent tax proposal on carried interest.

??? **A comprehensive overview of required regulatory filings** across the many agencies overseeing the private funds industry, including a quick-reference table for monthly filings in 2025.

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## Related Professionals

??? **Joshua A. Apfelroth**

Partner

**???** Andrew Bettwy

Partner

**???** Tyler Bial

Associate

**???** Martin J. Bienenstock

**???** Allan S. Bloom

Partner

**???** Ira G. Bogner

Managing Partner

**???** Mikaella Boniel

Associate

**???** Sasha Burger

Associate

**???** Timothy E. Burroughs

Associate

**???** Gustavo S. Calazans

Associate

**???** Wai L. Choy

Partner

**???** Charles A. Dale

Partner

**???** John E. Failla

Partner

**???** Marc B. Friess

Partner

**???** Jonathan R. Gartner

Associate

**???** Robert Gaut

Partner

**???** Jorge Gonzalez

Associate

**?? Michael Guggenheim**

Associate

**?? Mike Hackett**

Partner

**?? Colleen Hart**

Partner

**?? Stephanie E. Heilborn**

Partner

**?? Christopher Hewitt**

Associate

**?? Andrew Higgins**

Associate

**?? David M. Hillman**

Partner

**?? Taylor Huguely**

Associate

**?? Vincent Indelicato**

Partner

**?? John R. Ingrassia**

Partner

**?? Dren Katz**

Associate

**?? Mee (Rina) Kim**

Senior Counsel

**?? Sunghyo Kim**

Associate

**?? Reuven C. Klein**

Associate

**?? Nathan R. Lander**

Partner

**?? Stephanie Zhili Liu**

Associate

**?? Rachel E. Lowe**

Special Regulatory Counsel

**?? Sulaiman I. Malik**

Associate

**?? Shannon D. McGowan**

Associate

**?? Michael M. Mezzacappa**

Partner

**?? Ameya Mithe**

Associate

**?? Kelli L. Moll**

Partner

**?? Jeffrey D. Neuburger**

**?? Joshua M. Newville**

Partner

**?? Amanda H. Nussbaum**

Partner

**?? Robert Pommer**

Partner

**?? Frederic L. Ragucci**

Partner

**?? Louis Rambo**

Partner

**?? Seth J. Safra**

Partner

**?? Adam W. Scoll**

Partner

**?? Catherine Sear**

Partner

**?? Cooper Sherman**

Associate

**??Bryan Sillaman**

Partner

**??Michael Singh**

Associate

**??Elanit Snow**

Senior Counsel

**??Jeanette Stecker**

Associate

**??Elliot R. Stevens**

Associate

**??Robert H. Sutton**

Partner

**??David W. Tegeler**

**??David B. Teigman**

Partner

**??John Verwey**

Partner

**??Hena M. Vora**

Associate

**??Hadassa Waxman**

Partner

**??Jonathan M. Weiss**

Partner

**??Christopher M. Wells**

**??Ashley M. Weringa**

Associate

**??Susan L. Wiener**

Associate

**??Carol Wu**

Associate

**??Fabio A. Yamada**

Partner