

Jessica D. Cohn

Of Counsel

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OVERVIEW

Jessica Cohn is of counsel and a member of the Asset Management and Investment Funds practice. Jessica advises registered investment companies and their independent board members on regulatory, compliance, and transactional matters arising under the US federal securities laws, including on issues related to fund organization, registration, regulatory filings, changes to—and the implementation of—investment strategies, acquisitions and fund adoption transactions, and utilizing a manager-of-managers structure. Jessica has experience representing closed-end investment companies in offerings of preferred stock, establishing and refinancing various forms of leverage, proxy solicitations, and tender offers.

Jessica also advises clients regarding the formation and registration of broker-dealers with the SEC and the FINRA new membership application (NMA) process, including by preparing required materials, filing forms and applications, and responding to requests from FINRA's membership application program group. She regularly assesses whether proposed activities require broker-dealer registration or qualify for an exemption, including the safe harbor under Rule 3a4-1, M&A broker exemption and foreign broker-dealer exemptions under Rule 15a-6. She also advises clients on issues related to the implementation of new rules and regulations, acquisition and sale of broker-dealers, and expansion of business activities, including counseling broker-dealers through FINRA materiality consultations and continuing membership applications (CMA).

PROFESSIONAL BACKGROUND

Prior to joining the firm, Jessica served as an associate in the Washington, D.C., office of a national law firm, where she was a member of the investment management group and focused on regulatory and compliance matters affecting investment companies and registered investment advisers. Through this role, she regularly advised clients on establishment, registration, and operation of registered investment companies and their ongoing regulatory reporting and compliance obligations. Prior to receiving her law degree, Jessica worked in finance at an asset management company.

EDUCATION

- J.D., Washington and Lee University School of Law, 2015 *(cum laude, Senior Articles Editor for the German Law Journal)*
- B.Sc., Northeastern University, 2008 *(summa cum laude)*

ADMISSIONS

- Bar of District of Columbia
- Bar of New York

THOUGHT LEADERSHIP *POWERED BY HUB*

- 3 April 2026, United States: The Last Leg: SEC Extends Trading Relief to Share Class ETFs
- 12 February 2026, United States: Saw This Coming: FINRA Proposes Rule Change to Permit Projected Performance
- October 2025, 2025 Asset Management and Investment Funds Fall Conference—Washington, DC
- 6 October 2025, United States: Giddy-Yup: SEC Approves Y'all Street's Hometown Exchange
- 29 September 2025, United States: SEC Compliance Outreach on Regulation S-P for Large Firms
- 23 September 2025, United States: Upcoming SEC Webinar for Large Firms on Regulation S-P
- 16 May 2025, United States: Y'all Street to Attract Business With "Pro-growth" Legislation
- 10 April 2025, United States: SEC Appears Poised to Bolster Competition on "Y'all Street"
- 18 March 2025, SEC Extends Compliance Period for the Amended Names Rule
- 13 March 2025, United States: New Kid on Y'all's Block
- February 2025, Asset Management Regulatory Year in Review 2024
- 15 January 2025, "Oops, I was a Broker!?" SEC Cracks Down on Investment Adviser Representatives Acting as Unregistered Brokers
- 25 November 2024, Federal Court Vacates SEC's Expanded Dealer Definition
- November 2024, Asset Management and Investment Funds Fall Conference—Washington, D.C.
- 20 March 2024, NAPFM, AIMA, and MFA File Complaint Against SEC's New Dealer Rule
- 29 February 2024, SEC Expands "Dealer" Definition to Capture Liquidity Providers
- 7 February 2024 , SEC Expands Definition of Dealers and Government Securities Dealers

- 30 March 2023, United States: Goodbye M&A Brokers No Action Letter, Hello Federal Exemption
- 18 January 2023, Progress for M&A Brokers: Congress Passes New Exemption from Securities Broker Registration
- 29 December 2022, United States: A Holiday Gift for M&A Brokers: Congress Passes New Exemption From Securities Broker Registration
- 6 December 2022, United States: SEC Throws a Flag on Red Flags Programs

OTHER PUBLICATIONS

- "Securities and Exchange Commission Expands 'Dealer' Definitions to Capture Liquidity Providers," *The Journal of Federal Agency Action*, July-August 2024

NEWS & EVENTS

- 5 November 2026, K&L Gates Named Best ETF Law Firm at 2026 ETF Express US ETF Awards
- 8 October 2026, Flash Webinar| Unscripted Discussion: How the SEC Is Proposing to Modernize Investment Management
- January 2026 (dates by location listed below), 2026 ETF Think Tank®
- 6 January 2025, K&L Gates Names Nearly 35 New Partners, Of Counsel, and Policy Professionals Across Firm
- 12 September 2023, K&L Gates Assists Focus Financial Partners on US$7B Acquisition

AREAS OF FOCUS

- Asset Management and Investment Funds
- Broker-Dealers

REPRESENTATIVE EXPERIENCE

- Represented an investment adviser in connection with the acquisition of assets of another investment adviser and acquisition of exclusive licensing rights to use the index tracked by the newly created series.
- Advised a closed-end fund in connection with its refinancing of two separate series of variable rate muni fund term preferred shares, which involved the declaration of a special terms period for each series.
- Represented an investment adviser in connection with fund adoptions, including related agreements and fund proxy solicitation documents, involving the transfer of management of mutual funds from one investment adviser to another.

- Advised multiple clients on registering with the SEC as a broker-dealer and obtaining FINRA membership through the FINRA new membership application (NMA) process.
- Negotiated the resolution of SEC staff comments regarding registration statements relating to fund launches.