

Mark C. Amorosi

Co-Lead Practice Area Leader - Asset Management and Investment Funds

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OVERVIEW

Mark Amorosi is a partner in the firm's Asset Management and Investment Funds practice and also serves as one of its practice area leaders. He has been practicing for over 30 years in the investment management industry and focuses his practice on representing investment advisers, registered investment companies (including mutual funds, exchange-traded funds (ETFs), and closed-end funds), private and alternative investment funds, insurance companies, fund boards, broker-dealers, banks, and other financial institutions on securities and corporate law matters. He has extensive experience with fund formations and securities offerings by retail and alternative fund complexes, global fund regulation, complex regulatory and compliance matters, portfolio management and transactional matters, governance matters, variable insurance product regulation, and matters relating to mergers and acquisitions of investment adviser and fund businesses. Prior to joining the firm in 2000, he served on the staff of the US Securities and Exchange Commission for five years working in the SEC's Division of Investment Management.

Mark works with investment advisers and fund complexes of all sizes and regularly deals with regulatory authorities on a wide range of matters, including interpretive requests, registration statements, exemptive applications, and inspections and examinations. His clients include some of the largest asset managers in the world as well as start-up and emerging investment advisers, fund complexes, and other intermediaries. He regularly works with clients in connection with forming new investment funds and developing new and novel investment products, in addition to providing them with ongoing representation on a variety of matters, including structuring new advisory entities, new retail and private fund offerings, global product distribution matters, portfolio management compliance issues, mergers and acquisitions of advisory and fund businesses, and implementation of compliance programs.

Based on feedback from clients, peers, and other industry professionals, Mark has been recognized by multiple legal ranking organizations, including Chambers and The Legal 500, with clients referring to him as an “extremely good” lawyer and a “standout” in the legal profession for his experience with investment advisers and investment companies.

PROFESSIONAL BACKGROUND

Before joining the firm in 2000, Mark worked in the SEC's Division of Investment Management, where he was involved in a wide range of investment management matters relating to mutual funds, investment advisers, and insurance companies. He served in the following positions:

- Special Counsel, Division of Investment Management, Securities and Exchange Commission (1998-1999)
- Branch Chief, Division of Investment Management, Securities and Exchange Commission (1996-1998)
- Staff Attorney, Division of Investment Management, Securities and Exchange Commission (1994-1996)

ACHIEVEMENTS

- Recognized by *Chambers USA* for Registered Funds, USA-Nationwide, 2019-2026
- Recognized by *Chambers Global* for Registered Funds, USA-Nationwide, 2024-2026
- Recognized by *The Legal 500 United States* as a Recommended Lawyer
  - Alternative/Hedge Funds, 2024-2026
  - Mutual/Registered/Exchange-Traded Funds, 2024-2026
  - Financial Services Regulation, 2025
  - Private Equity Funds (Including Venture Capital), 2024-2025
- Recognized by *The Best Lawyers in America*® for Mutual Funds Law in Washington, DC, 2013-2027

PROFESSIONAL / CIVIC ACTIVITIES

- American Bar Association
  - Member of the Committee on Federal Regulation of Securities, Subcommittee on Investment Companies and Investment Advisers, Subcommittee on Private Investment Vehicles, and Subcommittee on the Securities Activities of Insurance Companies
- Federal Bar Association
- International Bar Association
  - Member of the Investment Funds Committee

EDUCATION

- J.D., Catholic University of America Columbus School of Law, 1994
- B.A., Boston College, 1991

ADMISSIONS

- Bar of District of Columbia
- Bar of Maryland

THOUGHT LEADERSHIP *POWERED BY HUB*

- October 2025, 2025 Asset Management and Investment Funds Fall Conference—Washington, DC
- November 2024, Asset Management and Investment Funds Fall Conference—Washington, D.C.
- 2 November 2023, Asset Management and Investment Funds Fall Conferences - Washington, D.C.
- 17 March 2022, ETF Handbook, Third Edition
- 10 March 2021, Insurance Opportunities for Asset Managers and Institutional Investors
- 29 November 2018, SEC Proposes Summary Prospectus Rule for Variable Annuity and Variable Life Insurance Contracts
- 12 April 2017, Cross Border Master-Feeder Arrangements: SEC Staff Slightly Expands Utility of Offshore Feeders for Global Investment Management Firms, but Tax and Other Challenges Remain
- 1 December 2015, Cybersecurity Update: National Futures Association Adopts Cybersecurity Guidance for Member Firm Information Systems Security Programs
- 23 September 2015, OCIE's 2015 Cybersecurity Examination Initiative
- 9 September 2015, Cybersecurity Update: National Futures Association Proposes Cybersecurity Guidance Setting Forth General Requirements for Member Firm Information Systems Security Programs

OTHER PUBLICATIONS

- "Overview of How Insurance Dedicated Funds Offer the Returns of Private Funds With the Favorable Tax Treatment of Insurance Products," *Private Equity Law Report*, 27 July 2021
- "Navigating the US Securities and Exchange Commission's Evolving Expectations for Cybersecurity Preparedness," *Journal of Securities Operations & Custody*, Vol. 9 No. 1, 19 October 2016

NEWS & EVENTS

- 17 August 2026, K&L Gates Adds Broker-Dealer Regulatory Partner in Washington, DC
- 7 July 2026, K&L Gates Bolsters Asset Management and Investment Funds Practice With Chief Counsel to Former CFTC Commissioner in New York
- 4 June 2026, K&L Gates Receives Nearly 235 Firm, Individual Rankings in 2026 *Chambers USA* Guide

- 12 February 2026, *Chambers Global* 2026 Guide Ranks K&L Gates Lawyers, Practices
- 5 June 2025, K&L Gates Receives More Than 240 Firm, Individual Rankings in 2025 *Chambers USA* Guide
- 13 February 2025, *Chambers Global* 2025 Guide Ranks K&L Gates Lawyers, Practices
- 6 June 2024, K&L Gates Receives More Than 200 Firm, Individual Rankings in 2024 *Chambers USA* Guide
- 15 February 2024, *Chambers Global* 2024 Guide Ranks K&L Gates Lawyers, Practices
- 1 June 2023, K&L Gates Receives Firm, Individual Rankings in 2023 *Chambers USA* Guide
- 1 March 2023, K&L Gates Advises Microsoft on Continued Investment in ChatGPT Creator OpenAI
- 16 February 2023, K&L Gates Recognized in 2023 *Chambers Global* Guide
- 2 November 2022, 2022 K&L Gates Asset Management and Investment Funds Conference — Washington, D.C.
- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 1 June 2022, K&L Gates Receives Firm, Individual Rankings in 2022 *Chambers USA* Guide
- 17 February 2022, K&L Gates Recognized in 2022 Chambers Global Guide
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 21 May 2021, K&L Gates Asset Management and Investment Funds Practice, Lawyers Named Among Leaders in 2021 Chambers USA Guide
- 22 April 2021, An Introduction to Insurance Products for Asset Managers
- 24 February 2021, K&L Gates Recognized in 2021 Chambers Global Guide
- 13 July 2020, K&L Gates Asset Management and Investment Funds Practice Ranked in Three Categories, with 17 Lawyers Recommended, in The Legal 500 United States 2020 Guide
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders

AREAS OF FOCUS

- Asset Management and Investment Funds
- Exchange-Traded Products
- Global Distribution
- Global Financial Services Regulation

- Hedge Funds
- Investment Advisers
- Investment Funds
- Portfolio Management, Trading, and Compliance
- US Registered Investment Companies

INDUSTRIES

- Financial Services
- Fund Formation
- Global Advisory
- Investment Transactions

REPRESENTATIVE EXPERIENCE

- Represented a start-up investment adviser and a registered mutual fund family consisting of 5 principal protection funds with approximately $25 million in assets under management. Have represented insurance companies in connection with obtaining SEC approval of dozens of insurance company separate account substitution transactions.
- Represented life insurance company clients in connection with the development and registration of new variable annuity and variable life insurance products.
- Advised the U.S.-based mutual fund family of one of the largest international financial services companies in the world consisting of approximately 25 funds and $15 billion in assets under management.
- Represented the United States asset management arm of one of the largest insurance companies in the world as well as its U.S.-based investment company complex with more than 100 funds and over $100 billion in assets under management.
- Represented investment advisers and fund families in connection with dozens of regulatory examinations conducted by various regulators, including the SEC and FINRA.
- Regularly advised one of the largest global asset managers on distribution and other issues relating to the sale of variable insurance products.
- Advised a global financial services company in connection with its establishment of Undertakings for Collective Investments in Transferable Securities (UCITS) based in Ireland and offered to European investors.
- Represented a financial institution board overseeing a family of collective investment funds consisting of over 25 funds, including one of the largest stable value funds in the United States.

- Represented investment adviser and wealth manager with approximately $10B in assets under management in connection with separate account and fund advisory businesses.
- Advised clients on hundreds of fund formations and offerings relating to U.S. mutual funds, exchange-traded funds, and private investment funds.
- Represented a start-up investment adviser and a registered mutual fund family consisting of 5 principal protection funds with approximately $25 million in assets under management. Have represented insurance companies in connection with obtaining SEC approval of dozens of insurance company separate account substitution transactions.
- Advised an investment company complex consisting of 12 retail and institutional mutual funds with approximately $3 billion in assets under management, mostly in money market funds.
- Advised one of the largest independent brokerage firms in the United States in connection with the establishment and registration of a mutual fund family consisting of 6 sub-advised mutual funds.
- Represented leading industry trade association on policy matters and related rule proposals by the U.S. Commodity Futures Trading Commission to impose additional restrictions on investment managers and funds that trade derivatives.
- Represented boutique investment manager with approximately $1.5B in assets under management in connection with institutional separate account and fund advisory business.
- Represented one of the largest ETF sponsors in the United States in connection with management of its advisory and ETF business.
- Represented an investment adviser in connection with the sale of a portion of its mutual fund business with approximately $5 billion in assets under management to another investment adviser, including the drafting and negotiation of the asset purchase agreement and related fund merger and proxy solicitation documents.
- Represented the mutual funds, investment adviser and principal underwriter of a mutual fund family with 22 retail mutual funds and 16 insurance-dedicated funds with aggregate assets under management of approximately $8 billion.
- Represented leading industry trade association on policy matters relating to variable insurance products.
- Represented an investment adviser in connection with the sale of a portion of its mutual fund business consisting of two mutual funds and approximately $100 million in assets under management to another investment adviser.
- Represented the private investment fund complex of a large global asset manager consisting of 12 private investment funds using a wide range of strategies and structures.
- Represented multiple investment advisers 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.

- Represented an investment adviser and investment company complex in connection with the establishment and registration of a family of funds-of-funds, two funds-of-exchange-traded funds, and two families of target date retirement funds.
- Represented a start-up investment manager in connection with the formation and registration of the manager and the establishment of a separate account advisory business and a private fund focusing on small cap equities.
- Advised clients on dozens of fund reorganizations, including preparation of the fund merger and proxy solicitation materials, preparation of board materials, and advice on issues relating to the transaction and proxy solicitation.