



Mark P. Goshko

Partner

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OVERVIEW

Mr. Goshko is a partner in K&L Gates' Boston office. He focuses his practice on investment management law, including the representation of registered open- and closed-end investment companies, investment company directors, unregistered hedge funds and other private investment vehicles, investment advisers, broker-dealers and banks. He deals regularly with the SEC, the FINRA, the Commodity Futures Trading Commission, the National Futures Association, the New York Stock Exchange and other regulatory agencies and organizations.

In the registered investment company area, Mark serves as the lead partner in representing several mutual fund complexes of varying size. He assists these fund complexes in creating a wide variety of investment company products, including many innovative products such as registered funds of hedge funds and funds targeted to investors with certain expected retirement dates. He regularly obtains SEC exemptive orders and no-action letters on behalf of investment company clients. Over the past several years, he served as lead partner in over 50 closed-end fund offerings of common and preferred stock that raised over \$30 billion in new assets under management for the sponsoring advisers. Mark has extensively assisted investment companies in implementing new compliance programs and other regulatory requirements. As counsel to independent directors, Mark advises several investment company boards, concerning a wide range of ongoing developments in fund governance and oversight, including those imposed by the Sarbanes-Oxley Act and several new SEC rules.

Mark counsels hedge funds and their advisers on a broad range of issues, including structuring options, offering requirements, drafting of organizational and offering documents, tax optimization strategies and compliance with regulatory requirements, including those under the Investment Company Act, the Investment Advisers Act, the Commodity Exchange and ERISA. Mark has extensive experience working with both onshore and offshore hedge funds, as well as a variety of master-feeder funds and funds of funds. His hedge fund manager clients range from major national and international financial services organizations to entrepreneurial start-up companies. Mark is also experienced in setting up new operating companies for groups of individuals entering the hedge fund business, hedge fund joint ventures between different firms and arrangements in which hedge fund managers receive an equity stake in hedge fund operations sponsored by their employers.

Mark works with registered investment advisers in negotiating management contracts with their institutional clients, and in setting up "wrap," "SMA" and other investment advisory programs. Mark counsels investment advisers, concerning performance advertising, "soft dollars," directed brokerage, trade allocation, solicitation

arrangements, and other compliance issues. Mark conducts general and topic focused compliance reviews for adviser clients and represents them in connection with SEC exams and enforcement proceedings. Mark regularly counsels buyers and sellers of investment adviser operations, regarding corporate structuring, regulatory and tax issues.

PROFESSIONAL BACKGROUND

Mark recently served as co-chair of the Boston Bar Association's Committee on Investment Companies and Investment Advisers. He previously served for seven years as a gubernatorial appointee on the Massachusetts Judicial Nominating Council, which screens judicial applicants and recommends candidates to the Governor. Immediately following graduation from law school, Mark served as a Law Clerk for Judge Jerry E. Smith of the United States Court of Appeals for the Fifth Circuit.

ACHIEVEMENTS

- Ranked by *Chambers USA 2021* as leader in Registered Funds Law and Hedge & Mutual Funds Law
- BTI Consulting Group's 2014 *Client Service All-Star* survey
- Legal 500 Hall of Fame, Investment Fund Formation and Management
- Ranked at National and Global Level in *Chambers & Partners* and *Legal 500*

PROFESSIONAL / CIVIC ACTIVITIES

- Member, Boston Finance Commission, Gubernatorial appointee on commission that oversees City of Boston Finances on behalf the Commonwealth
- Overseer, Handel & Haydn Society
- Member, Massachusetts Judicial Nominating Council, Gubernatorial appointee on board that recommends candidates for judicial appointments to the Governor

SPEAKING ENGAGEMENTS

Mark speaks frequently on investment management law topics at programs sponsored by the National Society of Compliance Professionals, Financial Research Associates, Glasser LegalWorks, Directors Roundtable and others. Mark also writes articles for investment industry and general business publications on investment management law topics and frequently is cited as a source in news in articles reporting on such matters.

EDUCATION

- J.D., University of Pennsylvania Law School, 1988
- B.A., Harvard University, 1985 (*magna cum laude*)

ADMISSIONS

- Bar of Massachusetts

THOUGHT LEADERSHIP *POWERED BY HUB*

- 23 November 2020, What Boards Need to Know About the SEC's New Derivatives Rule (*Webinar*)
- 29 October 2020, Unraveling the SEC's Fund of Funds Rule (*Webinar*)
- 26 October 2020, SEC Adopts New Rule 12d1-4 Overhauling Fund of Funds Arrangements--Are You Ready? (*Alerts/Updates*)
- September 2020, Understanding the SEC's Proposed Modernized Fund Shareholder Reports and Disclosures (*Webinar*)
- 19 August 2020, SEC Proposes Major Changes to Prospectus and Shareholder Report Disclosure Scheme (*Alerts/Updates*)
- 29 April 2020, SEC Proposes New Fair Value Rule 2a-5 (*Alerts/Updates*)
- 10 April 2020, Closed-End Fund and BDC Offering, Filing and Disclosure Changes: Some Benefits, Some Burdens (*Alerts/Updates*)
- 25 March 2020, COVID-19: UPDATED Regulatory Relief for Registered Funds and Investment Advisers (*Alerts/Updates*)

OTHER PUBLICATIONS

- "How Do You Organize a Private Fund?," 15-16 May 2001
- "Summary of New SEC Rules Regarding Independent Directors of Investment Companies," 6 February 2001

NEWS & EVENTS

- 25 June 2021, K&L Gates Asset Management and Investment Funds Practice Ranked in 2021 Legal 500 United States Guide (*Rankings & Recognitions*)
- 21 May 2021, K&L Gates Asset Management and Investment Funds Practice, Lawyers Named Among Leaders in 2021 Chambers USA Guide (*Rankings & Recognitions*)
- 24 February 2021, K&L Gates Recognized in 2021 Chambers Global Guide (*Rankings & Recognitions*)
- 28 October - 19 November 2020, Unraveling the SEC's Fund of Funds Rule Series (*Event*)
- 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 (*Rankings & Recognitions*)

- 25 June 2020, K&L Gates Practices and Lawyers Recognized in 2020 Legal 500 United States Guide (*Rankings & Recognitions*)
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide (*Rankings & Recognitions*)
- 6 June 2019, K&L Gates Earns Practice and Lawyer Recognitions in 2019 *Legal 500 United States* Guide (*Press Release*)
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders (*Press Release*)
- 19 June 2017, K&L Gates Earns Tier 1 M&A, Six New Practice Rankings in 2017 The Legal 500 U.S. Guide (*Press Release*)
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide (*Press Release*)
- 22 June 2016, Legal 500 Recognizes K&L Gates Among Leading Law Firms (*Press Release*)
- 20 May 2015, Chambers USA 2015 Guide Recognizes K&L Gates, Lawyers as Industry Leaders (*Press Release*)

AREAS OF FOCUS

- Asset Management and Investment Funds