

## Investment Management & Funds Regulatory Update - February 2025

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In this issue, we discuss recent developments regarding compliance with Exchange Act Rule 13f-2 and Form SHO, and FinCEN's extension of the beneficial ownership reporting deadline.

### Rules and regulations

#### SEC grants temporary exemption from compliance with Exchange Act Rule 13f-2 and related Form SHO reporting

The SEC granted a temporary [exemption](#) from compliance with Rule 13f-2 under the Securities Exchange Act, and related Form SHO reporting, effective February 7, 2025 and ending on January 2, 2026. Rule 13f-2 requires institutional investment managers that meet or exceed certain specified thresholds to file Form SHO with the SEC within 14 calendar days after the end of each calendar month with respect to certain equity securities via EDGAR. The original compliance date for Rule 13f-2 was January 2, 2025, with initial Form SHO filings due by February 14, 2025. As a result of the exemption, filings on initial Form SHO reports from institutional investment managers that meet or exceed certain specified thresholds will now be due by February 17, 2026 for the January 2026 reporting period.

#### FinCEN to extend beneficial ownership reporting deadline, no penalties for missing March 21 deadline

On February 27, 2025, FinCEN announced that it will not impose fines or penalties on companies that do not submit their beneficial ownership information reports by the upcoming deadline of March 21, 2025. The agency will issue an interim final rule to establish new reporting deadlines no later than March 21 and intends to revise the Beneficial Ownership Information Reporting Rule this year to reduce burdens for small businesses. For more information, please see our recent [client update](#) on this topic.

### Industry update

#### SEC repurposes Crypto Assets and Cyber Unit

Changes to the SEC's specialized crypto enforcement unit signal a reduced focus on non-fraud crypto cases and increased prioritization of traditional cybersecurity issues, use of emerging technologies to defraud retail investors and crypto cases involving fraud. For more information, please see our recent [client update](#) on this topic.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

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