

AIFMD

AIFMD Is Easier for Non-E.U. Hedge Fund Managers Than Commonly Anticipated

By Jeanette Turner (Advise Technologies), Tim Slotover (flexGC) and Arne Zeidler (Zeidler Legal Services)

With the introduction of Europe's Alternative Investment Fund Managers Directive (AIFMD), non-E.U. alternative investment fund managers (AIFMs) have sought information about what the directive means for them and whether they should avoid Europe altogether. Generally speaking, the sentiment has been negative, with firms warned about the need to register in – and comply with distinct reporting requirements in – each jurisdiction, as well as the need to disclose sensitive compensation information. In the end, most U.S. firms have opted to rely on reverse solicitation or simply stay out of Europe for the time being.

In the two years since AIFMD went into effect, much has been learned about how Member State regulators intend to treat non-E.U. AIFMs. In many ways, AIFMD is easier than expected for non-E.U. AIFMs. For the areas firms find challenging, industry experts can efficiently guide them through the process. In short, a non-E.U. firm wishing to market in Europe should not let fear of AIFMD get in its way.

In a guest article, Jeanette Turner, managing director and general counsel at Advise Technologies, Tim Slotover, founder of flexGC, and Arne Zeidler, founder and managing director of Zeidler Legal Services, examine the obligations of non-E.U. AIFMs under the National Private Placement Regimes (NPPRs) of individual European countries and explore alternatives to the NPPRs for non-E.U. AIFMs to market their funds in Europe. On Tuesday, October 27, 2015, from 8:00 a.m. to 10:00 a.m. EDT, Turner, Slotover and Zeidler will expand on the thoughts in this article – as well as other areas of AIFMD that affect non-E.U. hedge fund managers – in a seminar entitled “*Non-E.U. Fund Managers: Why AIFMD Is Easier Than You Think*.” For additional insight from Turner, see “*MiFID II Expands MiFID I and Imposes*

Reporting Requirements on Asset Managers, Including Non-E.U. Asset Managers,” The Hedge Fund Law Report, Vol. 8, No. 21 (May 28, 2015); and “*Seven Tips and Lessons Learned from January 2015 AIFMD Filers*,” The Hedge Fund Law Report, Vol. 8, No. 6 (Feb. 12, 2015).

NPPR Registration

AIFMD gives individual E.U. countries carte blanche to impose whatever requirements they see fit on foreign fund managers seeking to market alternative investment funds (AIFs) in their territories, and individual countries have certainly not shied away from expressing their own views via their NPPRs. There is significant variation between individual country requirements – ranging from quick, same-day notifications with no need for regulatory approval, to detailed applications, including certain structural requirements for the funds themselves, whose approval timeframe is measured in months. Some E.U. countries lack NPPRs for certain types of funds, effectively prohibiting the active marketing of non-E.U. managed funds to investors in those jurisdictions.

The NPPR is the initial entry requirement before fund managers can commence marketing in a particular jurisdiction. Managers need to understand and comply with local application or notification requirements, including obtaining regulatory consents in many places, before marketing commences. However, marketing by non-E.U. fund managers under the NPPRs has been taking place for long enough that well-established bodies of practice are in place.

The table found in the Exhibit to this article illustrates the variation in NPPRs across Europe.

Obligations for Non-E.U. AIFMs Are Easier Than Initially Thought

The obligations for non-E.U. AIFMs under the NPPRs can be classified into the following five topics: (1) the NPPR application itself; (2) pre-investment disclosures; (3) annual reports; (4) regulatory reporting; and (5) obligations for AIFMs managing funds that acquire control of non-listed companies and issuers.

1) NPPR Application

Generally speaking, the NPPR application is a straightforward process, requiring submission of the following:

- information about the AIFM;
- information about the fund;
- information about the relevant service providers;
- the fund's formal offering documents (e.g., private placement memorandum or offering memorandum), including the pre-investment disclosures (see below);
- the constitutive documents of the fund (e.g., limited partnership agreement or memorandum and articles of association);
- the annual report (which does not need to meet the requirements set out under pre-investment disclosures (below));
- information about the arrangements established to prevent units or shares in the fund from being marketed to retail investors; and
- certain declarations and confirmations.

E.U. Member States were required to implement AIFMD by July 22, 2013. Over the two years since that date, financial regulators and service providers alike have gathered practical experience with the NPPR process. As a result, certain practice standards have evolved, making the NPPR application a clear and routine process even in the more onerous countries.

Nevertheless, reports (and rumors) about the fees for the NPPR process can be quite daunting. According to findings of the European Commission and the European

Securities and Markets Authority (ESMA) in its opinion of July 30, 2015, a particular fund manager paid €60,000 for a registration under the NPPR in Germany and reported average country specific research costs for NPPR requirements of at least €5,000-10,000. These figures are far too high, and this particular fund manager clearly overpaid. By way of example, service fees for Germany can easily be reduced tenfold by choosing specialist service providers.

2) Pre-Investment Disclosures

Non-E.U. AIFMs marketing under a Member State's NPPR must comply with the "transparency requirements" of the AIFMD, which include an annual report, disclosure to investors, and reporting to regulators.

AIFMD prescribes certain disclosures that must be made available to investors in advance of an investment, including the following:

- a description of the fund's investment strategy and objectives, the techniques it may employ and any investment restrictions, as well as how the investment strategy or investment policy may be changed;
- the identity of the fund's key service providers (including prime brokers);
- a description of how the fund's assets are valued and how it manages its liquidity;
- disclosure of all charges and fees applicable to the fund;
- the fund's latest annual report (see below);
- subscription and redemption procedures; and
- current and historical performance data.

Most of this information may already be present in a fund's formal offering documents. Items that need to be added can simply be disclosed separately in a supplemental disclosure document.

3) Annual Reports

AIFMD requires the managers of funds marketed in the E.U. to make available an annual report to E.U. investors

and regulators within six months of the fund's year-end. Annual reports must comprise the following:

- Accounting Information: balance sheet and income/expenditure statement; and
- Non-Accounting Information: report on the fund's activities for the financial year; details of material changes to the pre-investment disclosures; and disclosure about the fixed and variable remuneration paid by the fund manager to its staff.

The report on the fund's activities for the financial year and details of material changes to the pre-investment disclosures are relatively straightforward to prepare, and a fund's annual audited financial statements will otherwise, in most cases, fully satisfy the AIFMD accounting information requirements.

It is the remuneration disclosures that cause concern for non-E.U. AIFMs. These disclosures are new to most non-E.U. AIFMs and are considered by many to be sensitive information. The remuneration requirement includes disclosure of the total amount of remuneration (split into fixed and variable remuneration) paid by the firm to its staff, including carried interest paid by the fund, and the aggregate amount of remuneration broken down by senior management and members of staff whose "actions have a material impact on the risk profile of the AIF."

The disclosures are aimed at the fund manager as a whole, rather than at individuals, and there are several options as to how such data is actually disclosed. In practice, it has been possible for non-E.U. AIFMs who have registered their AIFs under the NPPRs to get comfortable with the level of detail required around remuneration disclosure.

4) Regulatory Reporting

The fourth transparency requirement is reporting to regulators. The reporting form is ESMA's "consolidated AIFMD reporting template," commonly referred to as "Annex IV" because the initial template contained no title but was published as the fourth annex to the European

Commission's Delegated Regulation No. 231/2013 supplementing AIFMD itself. For more on Annex IV, see "*Simmons & Simmons, PwC and Advise Technologies Share Lessons Learned from January 2015 AIFMD Annex IV Filing (Part Two of Two)*," The Hedge Fund Law Report, Vol. 8, No. 8 (Feb. 26, 2015); and "*HFLR-Advise Technologies Panel Explores AIFMD Marketing and Annex IV Reporting Requirements*," The Hedge Fund Law Report, Vol. 8, No. 2 (Jan. 15, 2015).

After reading white papers and attending various conferences, non-E.U. AIFMs have generally come to believe that the Annex IV reporting requirement is painful and a drain on resources, making a careful cost-benefit analysis necessary before a firm decides to market a fund. However, much of the discussion around Annex IV stems from initial concerns that have not materialized. While there are challenges that non-E.U. AIFMs must navigate, the reporting requirement is not as onerous as initially feared for the following reasons.

Filing mechanisms are becoming easier to navigate

Non-E.U. AIFMs must report to the regulator of each Member State in which it is marketing an AIF, and each Member State has its own method of accepting Annex IV reports. Therefore, a filer submitting to multiple jurisdictions might need to submit the form via XML upload in one jurisdiction, via email in another and via a third-party software provider in a third. Further, each jurisdiction has its own rules for how deadlines change if they fall on a weekend or local holiday.

However, with a few reporting deadlines now passed, filers are finding the systems easier to navigate and the regulators easier to communicate with. Although some changes are still to come (e.g., some regulators are accepting filings via e-mail for now but moving to portals later), AIFMs are finding that, once the initial report is submitted, subsequent filings can be automated and reporting can become "business as usual," similar to Form PF in the U.S. See "*A Practical Comparison of Reporting Under AIFMD versus Form PF*," The Hedge Fund Law Report, Vol. 7, No. 41 (Oct. 30, 2014).

Annex IV is simple for smaller firms and for master-feeder structures

There is no doubt that Annex IV poses certain challenges that Form PF does not. Namely, it is a “one size fits all” form, forcing many firms, such as private equity firms, to answer questions that are not relevant to a fund’s particular strategy; it includes some questions that are difficult to calculate or answer, such as calculating leverage under the gross and commitment methods and answering the risk and stress testing questions; and, worst of all, there is no single set of instructions, forcing firms to navigate through multiple sources of information in order to determine how to answer a particular question on the form. On top of this, individual Member States can apply different interpretations, forcing filers to calculate two different answers to the same question on the form.

The good news is that most non-E.U. AIFMs will not struggle through many of these issues. For Annex IV, each AIF must be reported on separately; that is, filers cannot aggregate master-feeder structures when reporting. Non-E.U. AIFMs are required to comply with AIFMD requirements only for the AIFs that are being marketed. Therefore, in a master-feeder structure, Annex IV is reported for only the feeder AIF.

This simplifies a firm’s approach to most of the questions, as there is limited data to aggregate and report. Member States may require that non-E.U. AIFMs report on a master AIF if the feeder AIF is already required, but to date only a few jurisdictions have done so (specifically, Luxembourg, Belgium and Malta (for quarterly and semi-annual filers)).

Further, smaller AIFMs – those managing a portfolio of AIFs with €100 million or less, including any assets acquired through the use of leverage, or €500 million or less, if the portfolio consists of AIFs that are unleveraged and have no redemption rights exercisable for the first five years following the initial investment – are not required to complete the entire Annex IV form.

Even if an AIFM is larger and does not have a master-fund structure, Annex IV is less arduous than initially envisaged. Regulators understand that the form is not tailored to different types of funds and are keen to hear from firms as to why they feel that certain questions are not applicable to certain funds. Additionally, ESMA has stated that the stress testing questions are only required for non-E.U. AIFMs if a Member State requires them.

As for the multiple documents that must be referenced to glean instructions, this challenge remains. However, there are Annex IV reporting experts that know the instructions for each question and even how each question compares to Form PF. Further, as with any form, once a firm has determined its approach to each question, it can automate its answers going forward and need only be alert to any updates to published guidance.

Finally, although each Member State can deviate from ESMA’s guidance, to date they have not done so. Generally speaking, filers can rely on ESMA guidance when completing the forms for different jurisdictions.

5) Obligations for AIFMs Managing Funds that Acquire Control of Non-Listed Companies and Issuers

Non-E.U. AIFMs must also comply with certain obligations concerning funds that acquire control of E.U. non-listed companies and issuers, which include disclosure obligations and asset-stripping rules. In practice, these obligations only apply to a small minority of non-E.U. AIFMs marketing funds in the E.U., but it is important to determine if they apply prior to registering for marketing.

NPPR Deregistration

Should it turn out that marketing in a particular E.U. country is unsuccessful, there is a process to deregister the fund. Obviously, there have not been as many deregistrations as NPPR registrations. The authorities tend to deal with deregistrations in a more informal case-by-case manner. Despite the lack of a clearly defined process, deregistrations remain simple.

Non-E.U. AIFMs should keep in mind, however that the obligations to prepare annual reports and to carry out the regulatory reporting generally remain intact as long as at least one investor from the particular registration country remains invested in the fund.

Alternative Options to the NPPRs

In principle, there are two alternative options to the NPPR registration: reverse solicitation and the third-country passport.

Alternative Option 1: Reverse Solicitation Is hard

Much comment has been made on the concept of reverse solicitation or passive marketing, which is where new investment is made at the initiative of the investor. In other words, adapting the phrase from the iconic baseball film *Field of Dreams*, “if you build it, they will come.”

Whilst reverse solicitation does not fall within the scope of AIFMD’s definition of marketing, and accepting investment at the initiative of E.U. investors does not trigger compliance with AIFMD’s requirements, reverse solicitation is a passive endeavor on the part of the fund manager and should not be considered part of a legally compliant active fund promotion strategy. See also “*What Is the Difference Between Marketing and Reverse Solicitation Under the AIFMD?*,” *The Hedge Fund Law Report*, Vol. 7, No. 42 (Nov. 6, 2014).

Alternative Option 2: Should Non-E.U.-AIFMs Wait for the Third-Country Passport?

For E.U. funds with E.U. AIFMs, the AIFMD provides for the so-called “E.U. Passport.” The passport system allows E.U. AIFMs to market their E.U. funds cross-border into other E.U. countries after having completed a relatively straightforward notification procedure (sometimes also referred to as “cross-border registration”).

AIFMD describes a specific process through which ESMA should evaluate if the E.U. Passport ought to be extended to non-E.U. countries (e.g., the U.S.) by way

of the so-called “Third-Country Passport.” The first step of this evaluation process is for ESMA to provide advice on this question to the European Parliament, the European Council and the European Commission.

As of the date of this article, ESMA has assessed six jurisdictions, including the U.S., as to whether the Third-Country Passport should be implemented or not. In its advice issued on July 30, 2015, ESMA recommended delaying the decision on extending the Third-Country Passport to the U.S. Although it is likely that the Third-Country-Passport will eventually be extended to the U.S., it is currently uncertain when exactly this will occur. See “*ESMA Recommends Extension of the AIFMD Passport for Hedge Fund Managers and Funds in Certain Non-E.U. Jurisdictions*,” *The Hedge Fund Law Report*, Vol. 8, No. 31 (Aug. 6, 2015).

If and when the Third-Country Passport for U.S. managers is implemented, the NPPR and Third-Country Passport will run in parallel in most E.U. countries for at least a few years. Consequently, as of the date of this article, the NPPR can still be considered the most efficient way of raising money in the E.U. for the following reasons:

1. It is unclear when the Third-Country Passport for U.S. managers will be implemented;
2. The Third-Country Passport requires U.S. managers to fully comply with the AIFMD, which makes it a less attractive option; and
3. In most E.U. countries the NPPR will coexist with the Third-Country Passport for a reasonable time, so that the investment in the NPPR application and ongoing reporting will not be lost.

Conclusion

The hedge fund industry has responded to the changes brought on by AIFMD by offering a number of advisory and technical services that substantially ease the burden on fund managers needing to comply with the relevant requirements.

With AIFMD’s marketing requirements for non-E.U. fund managers specifically in mind, specialist law firms offer

NPPR application assistance across multiple jurisdictions and, in so doing, can manage a fund manager's initial and ongoing interaction with the relevant E.U. regulators; assist with ensuring that pre-investment disclosure and annual reporting requirements are identified and met; and advise on ongoing developments. Similarly, technology service providers offer integrated solutions to assist fund managers with their regulatory reporting requirements across multiple jurisdictions, further reducing the burden on a fund manager's operating infrastructure.

For a hedge fund manager seeking to promote its products in Europe, the ability to leverage such external services means that accessing capital in European markets will become much more feasible. As these external service providers collaborate further to integrate their own offerings, fund managers will find it increasingly easier to shift their focus away from regulatory compliance and back onto portfolio management and raising capital.

Jeanette Turner is managing director & general counsel at Advise Technologies, LLC. An attorney with more than 10 years of experience working with the financial services industry, she is an expert on legal and regulatory compliance issues for fund managers. At Advise, Ms. Turner focuses on global regulatory requirements that affect fund managers and is head of the "best practices" group with regard to such requirements. She also focuses on regulatory exams and compliance requirements for fund managers. In addition to moderating and speaking on panels, Ms. Turner produces thought leadership through white papers, articles and other guidance, on issues affecting fund managers.

Tim Slotover is the founder of flexGC, an in-house General Counsel service focused on asset, hedge fund and alternative investment managers. He has over 15 years of experience in the financial industry; having qualified as a lawyer with Clifford Chance and served as in-house legal counsel with both institutional and independent fund managers. Tim is a regular contributor to industry publications and is frequently invited to speak at conferences and on panels.

Arne Zeidler is the founder and managing director of Zeidler Legal Services, a law firm which focuses on international fund distribution matters and the related legal processes. Mr. Zeidler qualified as an attorney in Germany (Rechtsanwalt) in 2006 and received his Doctor of Laws from Bucerius Law School in Hamburg, Germany in 2008. Before founding Zeidler Legal Services, he worked as an attorney for Clifford Chance and Baker & McKenzie in the areas of E.U. fund distribution and regulatory law. Mr. Zeidler is admitted to the bar in Germany. Furthermore, he is registered as an E.U. lawyer to practice in Ireland and Switzerland. He has authored various legal publications including a leading commentary on the German Investment Code in which he covers all sections of distribution law.

Exhibit
Variation in National Private Placement Regimes Across Europe

Country	National Private Placement Regime
Belgium	<p><i>Definition of Marketing:</i> Interpreted narrowly; marketing is not generally deemed to have taken place until final offering and subscription documents are distributed. Pre-marketing communications – clearly structured as such and marked as drafts that do not mention specific funds – are not considered marketing.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the Belgian regulator is required prior to any marketing. A detailed written application form is required, and the Belgian FSMA generally grants approval within one month.</p> <p><i>Points to Note:</i> When marketing a feeder fund, AIFMD regulatory reporting must also be submitted in relation to the master fund, even though that master fund is not itself marketed in the E.U. AIFMD reports are submitted through Belgium’s online reporting portal, FIMIS.</p>
Denmark	<p><i>Definition of Marketing:</i> Fairly wide interpretation; initial meetings or roadshow discussions prior to the possibility of investors committing to subscriptions are not considered marketing. This requires, however, that the AIF not yet be established and that the PPM, prospectus or other similar documents not yet be produced. Distribution of draft offering or subscription materials will be interpreted as marketing.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the Danish FSA is required prior to any marketing.</p> <p><i>Points to Note:</i> A non-E.U. AIFM wishing to market an AIF in Denmark must appoint a depositary to carry out certain functions for that AIF – so called “depositary lite.” Previously, the Danish FSA accepted AIFMD regulatory reporting via email, but starting in Q4 2015, all reporting must be completed via the FIONA Online portal.</p>
Finland	<p><i>Definition of Marketing:</i> Fairly wide interpretation; if the purpose of a communication intended to include offering of units in a fund is to conclude a binding commitment, the communication will be considered marketing. Delivery of offering documentation is considered marketing, but soft circling activities in which professional investors’ readiness or potential is being evaluated are exempted. Initial meetings and roadshows are not considered marketing to professional investors. If non-professional investors are targeted, then marketing encompasses any activity to promote investment.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the Finnish FSA is required prior to any marketing. It can take from one to six months from submission of the application to obtain permission. There are large variations in processing times without any apparent reason.</p> <p><i>Points to Note:</i> AIFMD reports are submitted via email to the Finnish FSA (FIN-FSA).</p>

<p>France</p>	<p><i>Definition of Marketing:</i> Interpreted very widely; marketing is any presentation of a fund's shares or units to solicit investment. This includes advertising, door-to-door sales, cold calling or advice. Premarketing activities are generally considered to be marketing.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the French regulator is required prior to any marketing. In practice, this is relatively difficult to obtain.</p> <p><i>Points to Note:</i> AIFMD reports are submitted through France's online reporting portal, Extranet GECO.</p>
<p>Germany</p>	<p><i>Definition of Marketing:</i> Any activity aimed at encouraging investment in a fund is considered marketing. However, this requires that the relevant fund has already launched, that the offering documents are finalized or that the fund already has a specific name.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the German Federal Financial Supervisory Authority (BaFin) is required before marketing may commence in Germany. The approval process and its duration vary depending on the fund structure and on the type of investor targeted in Germany.</p> <p><i>Points to Note:</i> A non-E.U. AIFM wishing to market an AIF in Germany must appoint a depositary to carry out certain functions for that AIF – so-called "depositary lite." AIFMD reports are submitted through Germany's online reporting portal, the MVP Portal.</p>
<p>Ireland</p>	<p><i>Definition of Marketing:</i> In the absence of any regulatory guidance on the matter, it is prudent to interpret the definition of marketing broadly. Any activity aimed at encouraging investment in a fund, regardless of whether the fund is formed or whether only draft documents are available, should be considered marketing.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the Central Bank of Ireland is required prior to any marketing.</p> <p><i>Points to Note:</i> AIFMD reports are submitted through Ireland's online reporting portal, Online Reporting System.</p>
<p>Luxembourg</p>	<p><i>Definition of Marketing:</i> Interpreted narrowly; marketing is not deemed to include the circulation of draft documents where the documents cannot be used by prospective investors to subscribe or commit to subscribe. Advertisements, road shows and distance marketing will similarly not be considered marketing where the materials provided cannot be used to commit to a subscription.</p> <p><i>Prerequisite to Marketing:</i> A simple notification to the Luxembourg regulator (CSSF) is required. It is advisable to wait until the day after the notification is filed prior to commencing marketing in Luxembourg.</p> <p><i>Points to Note:</i> There is a requirement to appoint a third-party service provider to file AIFMD regulatory reports with the Luxembourg regulator. An AIFM cannot file reports itself directly with the regulator. When marketing a feeder fund, AIFMD regulatory reporting must also be submitted in relation to the master fund, even though that master fund is not itself marketed in the E.U., where both the master and the feeder fund have the same AIFM.</p>

<p>Malta</p>	<p><i>Definition of Marketing:</i> In the absence of any regulatory guidance on the matter, it is prudent to interpret the definition of marketing broadly. Whether activities fall within the definition of marketing is determined by the Malta Financial Services Authority on a case-by-case basis, and the regulator is granted wide discretion in making determinations. Advertisements, seminars, meetings and circulars are all likely to be regarded as marketing.</p> <p><i>Prerequisite to Marketing:</i> Simple notification to the Malta Financial Services Authority. AIFMs should wait for confirmation of receipt of the notification before commencing marketing.</p> <p><i>Points to Note:</i> AIFMD reports are submitted through Malta’s online reporting portal, the Licence Holder Portal.</p>
<p>Netherlands</p>	<p><i>Definition of Marketing:</i> Interpreted widely; marketing includes newspaper advertisements or advertisements on Dutch websites, as well as other media directed at residents and the act of referring potential investors to agents of the AIFM. Furthermore, arrangements for payment to a third party marketing the AIF could themselves be considered marketing. However, the circulation of draft fund documents where it is as yet impossible to subscribe is not considered marketing.</p> <p><i>Prerequisite to Marketing:</i> A relatively straightforward notification to the Dutch regulator is required. It is advisable to wait until the day after the notification is filed prior to commencing marketing in the Netherlands.</p> <p><i>Points to note:</i> The Dutch regulator is not yet in a position to accept non-E.U. AIFMs’ regulatory reporting. The Dutch Central Bank will send a letter to each non-E.U. AIFM marketing an AIF in the Netherlands to inform them when such reporting will be due. In the meantime, no enforcement action will be taken against non-E.U. AIFMs for failing to report. When AIFMD regulatory reporting from non-E.U. AIFMs is required, reports will be submitted via the e-Line DNB online portal.</p>
<p>Norway</p>	<p><i>Definition of Marketing:</i> Interpreted very widely; any communication or marketing efforts, including so-called “soft marketing,” regarding a potential investment may be regarded as marketing.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the Norwegian FSA is required prior to any marketing. At present it takes six to nine months for the Norwegian FSA to process applications to market.</p> <p><i>Points to note:</i> The Norwegian FSA has not yet begun accepting AIFMD regulatory reporting. It is expected that the first reports will be due for the period ended December 31, 2015.</p>
<p>Sweden</p>	<p><i>Definition of Marketing:</i> Interpreted widely; marketing is considered to take place by simply referring to the relevant fund. However, the preparatory works for the Swedish Act implementing AIFMD in Sweden express the view that marketing is not possible until the fund actually exists. Activities conducted before the fund vehicle falls within the definition of an AIF should not be considered marketing in Sweden.</p> <p><i>Prerequisite to Marketing:</i> Written approval of the Swedish regulator is required prior to any marketing. A detailed written application form is required, which the Swedish FSA aims to process within 60 days.</p>

	<p><i>Points to Note:</i> When marketing a feeder fund whose master fund is also a non-E.U. fund, there is no need to submit AIFMD regulatory reporting at the master fund level. AIFMD reports are submitted through the Swedish FSA's online reporting portal, Periodic Reporting.</p>
<p>United Kingdom</p>	<p>Definition of Marketing: Interpreted narrowly; marketing is not generally deemed to take place until formal offering and subscription documents have been distributed.</p> <p>Prerequisite to Marketing: Simple notification to the Financial Conduct Authority; no need to await acknowledgement or approval.</p> <p>Points to Note: When marketing a non-E.U. feeder fund whose master fund is also a non-E.U. fund, there is no need to submit AIFMD regulatory reporting at the master fund level. AIFMD reports are submitted through the FCA's online reporting portal, GABRIEL.</p>