INTERVAL AND TENDER OFFER CLOSED-END FUNDS:

Investment Company Alternatives to Traditional Funds

2026 Update

CHAPMAN

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INTRODUCTION

Interval funds and tender offer funds, two similar types of registered closed-end investment companies, have become an increasingly popular wrapper for fund sponsors seeking to offer less liquid or alternative investment strategies to a broader base of investors, without the daily redemption obligations that constrain open-end mutual funds and exchange-traded funds ("ETFs"). Interest in interval funds and tender offer funds has increased for a variety of reasons, including the Securities and Exchange Commission's (the "SEC") liquidity risk management program rule;[1] growing demand for asset classes that are not well suited for open-end funds and ETFs, which must provide for daily redemptions; a weak market for traditional closed-end fund initial public offerings; and certain regulatory developments that have also increased interest in these fund structures, as further discussed herein.[2] Interval and tender offer funds have served as a testing laboratory for registered funds to hold new asset classes such as digital asset futures,[3] fine art,[4] and secondary market interests in private funds,[5] allowing regulators and asset managers alike the chance to observe strategies in a more controlled wrapper. At the same time, hedge fund and other private fund managers seeking to expand their pool of available investors have discovered that interval funds and tender offer funds may serve as vehicles for certain alternative investment strategies that would not be suitable in other registered investment company structures.

Interval funds are closed-end management investment companies ("closed-end funds") registered under the Investment Company Act of 1940 (the "1940 Act") that adopt a fundamental policy, in accordance with Rule 23c-3 under the 1940 Act, to periodically offer to repurchase a specified percentage (between 5% and 25%) of their outstanding shares at their net asset value ("NAV") from shareholders[6] at predetermined intervals of 3, 6, or 12 months. Unlike interval funds, which are obligated to make repurchase offers on schedule and may suspend or postpone such offers only in limited circumstances, tender offer funds are closed-end funds registered under the 1940 Act that conduct periodic tender offers on a discretionary basis pursuant to the applicable provisions of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder. Unlike traditional closed-end funds that typically distribute their shares using an initial public offering, interval funds and tender offer funds continuously offer their shares at a price based on NAV. Because shares of interval funds and tender offer funds generally are not listed on a securities exchange and do not trade on a secondary market, investors' primary source of liquidity is through the periodic repurchase offer or tender offer mechanism.

This white paper provides a summary of the interval fund and tender offer fund structures, including their basic legal framework, investment restrictions, distribution arrangements and developments, and redemption mechanics. It also addresses key operational and structural considerations, including seeding arrangements and regulatory developments, and provides a comparison of interval funds and tender offer funds, both to each other and to other types of investment companies. A table comparing the general characteristics of interval funds, closed-end funds, and other types of investment vehicles is included as *Appendix I* to this document.

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BACKGROUND

Prior to the adoption of Rule 23c-3 in 1993, management investment company sponsors were generally limited to two types of fund structures if they desired to sell investment company securities to the public: open-end mutual funds and closed-end funds. Mutual funds allowed for the continuous offering of shares and provided daily liquidity to the funds' shareholders. However, the mutual fund requirement to hold a certain portion (generally 85%) of a fund's portfolio in highly liquid investments restricted the types of investment strategies a fund manager could employ. Furthermore, the requirement to satisfy daily redemption requests required funds to maintain sufficient liquidity, potentially limiting the extent to which a fund's assets could be fully invested at all times. Alternatively, traditional closed-end funds were not required to offer daily liquidity to investors, which permitted fund managers to engage in investment strategies involving less-liquid assets. However, as closed-end fund shares were generally exchange-traded, the shares would often trade at a discount to NAV. Closed-end funds whose shares traded at a discount to NAV for an extended period were generally restricted from issuing new shares due to the requirement that closed-end fund shares not be sold at a price below their NAV. Sponsors of such funds sometimes experienced difficulty launching new closed-end funds while shares of existing funds traded at a discount to NAV. More recently, such funds have become a target for activist shareholders seeking to cause funds to adopt a redemption/repurchase program or liquidate, thus capturing arbitrage opportunities.

Wanting to bridge the extremes of the open-end mutual fund and closed-end fund structures, in the late 1980s some fund managers developed the first of what became known as tender offer funds.[7] These were closed-end funds that, instead of listing their shares on a securities exchange, made periodic, discretionary tender offers at NAV pursuant to Section 23(c)(2) of the 1940 Act. Shares of these funds were continuously offered to the public at NAV pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act"). In its 1992 report entitled "Protecting Investors: A Half Century of Investment Company Regulation," the staff of the SEC recognized the innovations of tender offer funds that offered limited liquidity to investors. Shortly thereafter, the SEC proposed and adopted Rule 23c-3 to facilitate, and provide additional flexibility for, the periodic repurchase of shares by closed-end funds.[8]

While many managers welcomed Rule 23c-3 and structured new offerings as interval funds in reliance on the Rule, other managers sought additional flexibility in structuring their repurchase programs. These managers launched closed-end funds that instead relied on the self-tender offer provisions of the Exchange Act and the rules thereunder, specifically Rule 13e-4, that have become known as tender offer funds.

In the years immediately following the adoption of Rule 23c-3, sponsors used this structure sparingly, and interval funds and tender offer funds remained a niche corner of the registered fund market for much of the following two decades. Growth was gradual through the 2000s and early 2010s, as a small number of sponsors experimented with the structure primarily as a vehicle for less liquid strategies, such as real estate, private credit, and other alternative asset classes that did not lend themselves well to daily liquidity.

Over the past five to ten years, however, the growth of interval funds and tender offer funds has accelerated markedly. This surge has been driven by a combination of factors, including rising investor and advisor demand for access to private-market and alternative strategies within a registered, semiliquid fund wrapper, increased sponsor familiarity with the structure, and the growing use of interval funds and tender offer funds as a distribution vehicle for wealth management platforms seeking to offer retail and high-net-worth clients exposure to asset classes historically reserved for institutional investors. As a result, both the number of interval and tender offer funds and the aggregate assets under management in these funds have expanded substantially, a trend that is reflected in the current market data.

As of July 22, 2026, there were approximately 146 operational interval funds. While tender offer funds as a group are more difficult to define, since June 20, 2022, approximately 152 active closed-end funds have made multiple issuer tender offers to common shareholders pursuant to Exchange Act Rule 13e-4, which represents a rough approximation of the tender offer fund market.[9]

INTERVAL FUND REPURCHASE OFFERS UNDER RULE 23c-3

Rule 23c-3 permits a closed-end fund or a business development company to repurchase its shares from shareholders at periodic intervals pursuant to repurchase offers made to all of the fund's shareholders. The following is a summary of how an interval fund may conduct repurchase offers pursuant to that rule.

Fundamental Policy

In order to operate as an interval fund, the fund must adopt a fundamental policy, changeable only by a majority vote of the outstanding voting securities of the company,[10] which policy must state:

- That the fund will make repurchase offers at periodic intervals;
- The periodic interval (*i.e.*, number of months) between repurchase request deadlines (as described below);
- The dates of repurchase request deadlines or the means of determining the repurchase request deadlines; and
- The maximum number of days between each repurchase request deadline and the next repurchase pricing date (as described below).

In addition, the fund's annual report must state this fundamental policy and the number, amount, and results of any repurchase offers that occurred in the period covered by the annual report.[11]

Frequency

An interval fund may adopt either three, six, or twelve months as the periodic interval between repurchase offers.[12] Some funds have secured exemptive relief from the SEC to conduct repurchase offers on a monthly basis, subject to certain conditions.[13, 14] An interval fund is permitted to skip the repurchase that would otherwise occur at the first scheduled interval after the fund's registration statement is declared effective or after the fund's board of directors adopts a fundamental policy specifying the fund's periodic interval (*e.g.*, an interval fund that has adopted a policy to conduct a repurchase offer every six months may make its first repurchase offer in the twelfth month following the effectiveness of its registration statement).[15] In addition to its regularly scheduled repurchase offers, an interval fund may make one discretionary repurchase offer pursuant to Rule 23c-3 every two years.[16] Along with repurchases made pursuant to Rule 23c-3, an interval fund is permitted to conduct a tender offer pursuant to Exchange Act Rule 13e-4, as such tender offers are discussed below in connection with tender offer funds.

An interval fund may not suspend or postpone a repurchase offer except pursuant to a vote of the majority of the fund's directors, including a majority of the directors who are not interested persons of the fund, and only:

- If the repurchase offer would cause the fund to lose its status as a "regulated investment company" under Subchapter M of the Internal Revenue Code of 1986 (the "Code");
- If the repurchase would cause the fund's shares to be delisted (if applicable);

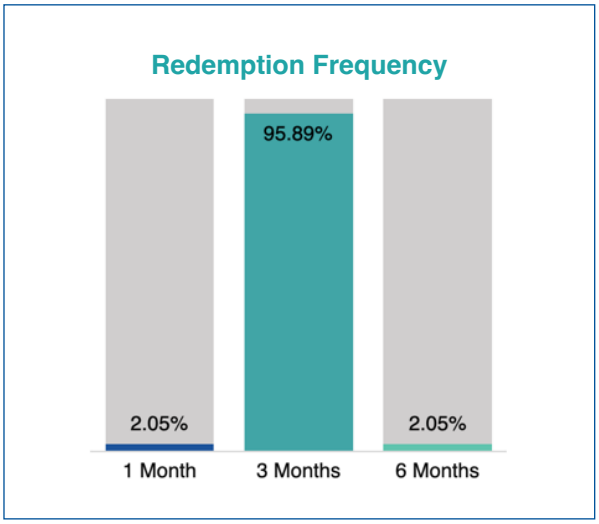
- For any period during which the New York Stock Exchange or any other market in which the securities owned by the fund are principally traded is closed (other than customary weekend and holiday closings) or during which trading in such market is restricted;
- For any period during which an emergency exists where disposal or valuation of the fund's securities is not reasonably practicable or during which it is not reasonably practicable for the company fairly to determine the value of its net assets; or
- For any period the SEC may order for the protection of the fund's security holders.[17]

An interval fund must provide notice to shareholders of any suspension or postponement of a repurchase offer.[18]

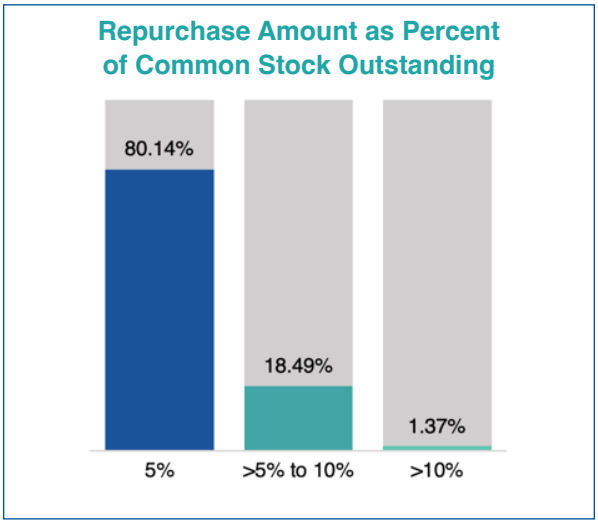
Repurchase Offer Amount

An interval fund must offer to repurchase between five and twenty-five percent of the fund's outstanding common stock each periodic interval.[19] The specific amount must be approved by the fund's directors prior to commencement of the repurchase offer.[20] This provides interval funds with a great deal of flexibility in setting the terms of their repurchase policies—ranging from as little as five percent of outstanding shares once per year to as much as twenty-five percent of its outstanding shares four times per year (or more if the interval fund elects to conduct a discretionary repurchase offer or a tender offer pursuant to the Exchange Act). The repurchase offer amount may vary for each repurchase offer as determined by the directors of the fund.

The following charts show the percentage of interval funds that (1) have adopted policies to conduct periodic redemptions at the stated interval, and (2) have offered to redeem an amount of common stock equal to the stated amount:



Based on disclosures in fund offering materials as of 7/20/2026.



Based on the most recent Form N-23c-3 and offering materials as of 7/20/2026.

If a fund's shareholders tender an amount of fund shares that exceeds the repurchase offer amount determined by the fund's directors, the fund may repurchase an additional amount of shares not to exceed two percent of the fund's outstanding shares. In the event that the additional two percent is not enough to satisfy all tender requests, or if the fund chooses not to exercise its ability to increase the repurchase offer amount within the available limits, the fund must repurchase shares tendered on a pro rata basis.

The fund is, however, allowed to (1) first accept all tenders by shareholders holding fewer than one hundred shares before prorating the shares tendered by others, or (2) accept by lot shares tendered by shareholders who tender all shares held by them and who have made an "all or none" or "minimum or none" election after first accepting all shares tendered by shareholders who have not made such an election.[21] In practice, funds have generally used the former option. An interval fund may not condition a repurchase offer upon the tender of any minimum amount of shares.[22]

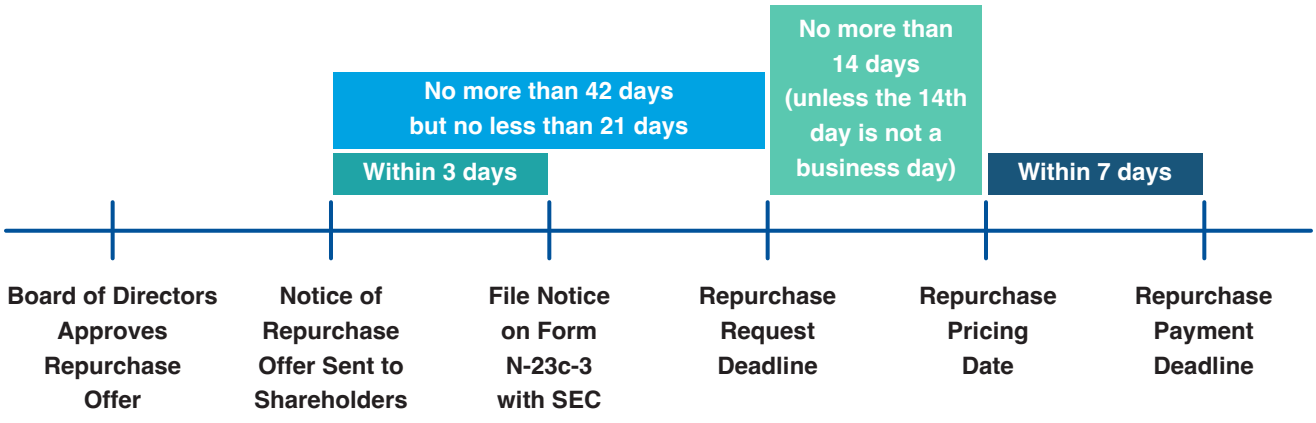
Timing

The interval fund's directors must first approve the repurchase offer amount before the corresponding repurchase offer is commenced. Once approval has been obtained, the fund must send notice of the repurchase offer to shareholders. The notice must specify the repurchase request deadline, which is the date by which the fund must receive repurchase requests submitted by shareholders in response to the repurchase offer.[23] It is also the date after which shareholders may not withdraw or modify their previously submitted repurchase requests. The repurchase request deadline must be no less than twenty-one and no more than forty-two days after the sending of the shareholder notice.[24] In addition, within three days of sending the notice to shareholders, the fund must file the notice with the SEC on Form N-23c-3.[25]

The repurchase pricing date is the date on which the fund determines the NAV applicable to the repurchase of securities. The repurchase pricing date must occur within fourteen days following the repurchase request deadline, or on the next business day if the fourteenth day is not a business day.[26] This fourteen-day period is intended to allow fund managers to assess their liquidity needs in order to satisfy repurchase requests.

The repurchase payment deadline is the date by which the fund must pay shareholders for any shares repurchased. The repurchase payment deadline must occur within seven days following the repurchase pricing date.[27] On such date, the fund must pay shareholders one hundred percent of the repurchase proceeds in cash (*i.e.*, no in-kind payments are permitted), less any repurchase fee as discussed below.[28]

The following graphic illustrates the temporal requirements of an interval fund redemption:



Shareholder Notice

The notice of repurchase must be sent to each shareholder of record and each beneficial owner of shares. The fund must then file that notice on Form N-23c-3 with the SEC. The notice must include the following information:

- A statement that the fund is offering to repurchase its securities from shareholders at NAV;
- Any fees applicable to the repurchase;
- The repurchase offer amount;
- The dates of the repurchase request deadline, repurchase pricing date, and repurchase payment deadline;
- A statement of the risk of fluctuation in NAV between the repurchase request deadline and the repurchase pricing date;
- A statement that the fund may, under certain circumstances, advance the repurchase pricing date;
- The procedures for tendering shares and modifying or withdrawing previous tenders;
- A description of the procedures by which the fund may purchase shares on a pro rata basis;
- The circumstances in which the fund may suspend or postpone a repurchase offer;
- The NAV of the fund's shares computed no more than seven days before the date of the notice, and where shareholders may find the NAV following receipt of the notice; and
- If applicable, the market price of the fund's shares on the day the fund's NAV was calculated, and where shareholders may find the market price following receipt of the notice.[29]

Portfolio Liquidity During Repurchase Period

As discussed further below, from the time an interval fund sends the shareholders notice of the repurchase offer until the repurchase pricing date, the fund must hold highly liquid securities equal in value to one hundred percent of the repurchase offer amount. The September 2026 interval fund rule proposal would, if adopted, replace this bright-line requirement with a principles-based requirement that the fund manage its portfolio liquidity so that it can satisfy repurchase requests without selling investments at prices that deviate significantly from their value.[30]

Repurchase Fees and Early Withdrawal Charges

An interval fund may deduct from the repurchase proceeds a repurchase fee of up to two percent of the proceeds that are paid to the fund to reasonably compensate the fund for expenses directly related to the repurchase. Distinct from this standard repurchase fee, certain interval and tender offer funds have obtained exemptive relief from the SEC permitting them to charge a separate, additional charge commonly referred to as an "early withdrawal charge" (an "EWC"), or "early repurchase fee," on shares tendered before a specified holding period, often one year. Exemptive relief to be able to charge an EWC is requested and granted together with the same exemptive order providing relief for closed-end funds to issue multiple share classes (*i.e.*, a Multi-Class Order). The EWC is similar to a contingent deferred sales charge that a mutual fund would charge on shares held for less than a specified period of time to compensate the distributor or financial intermediary through whom the investor purchased shares of the fund. EWCs are generally set as a 1.00% fee applied to repurchases of Class C shares repurchased within 12 months of the date of that investor's initial investment. Relatedly, also as part

of a Multi-Class Order, closed-end funds routinely receive exemptive relief to charge shareholders asset-based distribution and servicing fees (*i.e.*, a 12b-1 distribution fee). 12b-1 distribution fees are intended to cover marketing and selling costs, including advertising, broker compensation, and prospectus printing/mailing expenses. Distribution fees were designed for open-end funds. However, closed-end funds are frequently granted exemptive relief to charge distribution fees when they can demonstrate that adopting a 12b-1 plan is in the best interest of shareholders and that the fees will be used for distribution purposes in the same manner as an open-end fund. Once a closed-end fund obtains exemptive relief permitting it to finance distribution through asset-based distribution fees, the fund is typically required to comply with Rule 12b-1 "as if" that rule applied to closed-end funds. Rule 12b-1 requires that any distribution-related payments be made pursuant to a written plan approved by the board, that the board review, at least quarterly, a written report of amounts expended and the purposes of the expenditures, and that the plan's continuance beyond one year be specifically approved at least annually.[31]

TENDER OFFER FUND REPURCHASES

Unlike interval funds, tender offer funds rely on the Exchange Act tender offer provisions to conduct periodic, discretionary tender offers to investors pursuant to Section 23(c)(2) of the 1940 Act. Section 23(c)(2) permits a closed-end fund to conduct an issuer tender offer only after a reasonable opportunity to submit tenders is given to all shareholders of the class to be purchased. Instead of the repurchase process set forth in Rule 23c-3, tender offer funds must comply with the requirements of Exchange Act Rule 13e-4. While this process is generally more burdensome than that allowed by Rule 23c-3, it does allow tender offer funds a higher degree of discretion and flexibility than is available to interval funds.

Tender Offer Amount and Frequency

Tender offer funds have wide latitude in establishing their tender offer practices. Tender offer funds relying on Rule 13e-4 are not required to conduct a minimum number or frequency of tender offers. Boards of directors are free to determine if and when their tender offer funds will conduct tender offers. Furthermore, the amount of the tender offer is left entirely to the discretion of the board. In the event more shares are tendered than the tender offer fund offered to buy, a tender offer fund may follow procedures for allocating repurchases that follow closely those prescribed for interval funds.[32] Despite this freedom, some tender offer funds do adopt policies to conduct regular tender offers of certain minimum amounts.

Although the amount of a tender offer fund's repurchase offer is left entirely to the discretion of the fund's directors under Rule 13e-4, and there is no regulatory minimum or maximum comparable to the 5%–25% range imposed on interval funds by Rule 23c-3, tender offer fund sponsors commonly disclose an intended target repurchase percentage in the fund's prospectus of 5% of outstanding shares, broadly mirroring, though not legally derived from, the common practice employed by many interval funds. Unlike the interval fund repurchase amount, which is fixed by a shareholder-approved fundamental policy and cannot be changed without a shareholder vote, a tender offer fund's stated percentage is a matter of disclosed board policy and practice only, and the board retains discretion to change it at any time without a shareholder vote. With respect to repurchase frequency, the majority of tender offer funds conduct quarterly repurchase offers, with a minority of funds making tender offers on a monthly, semiannual, or annual basis.

Timing of the Tender Offer

Once a tender offer fund's board has determined to conduct a tender offer, it begins the process by filing Schedule TO with the SEC and providing notice to the fund's shareholders.[33] The fund must keep the tender offer open for at least twenty days from the date of the tender offer's commencement and at least ten days after certain changes to the amount of securities being repurchased or the consideration to be paid for the securities.[34]

Tender offer funds have additional flexibility in the timing of payment of repurchase proceeds as compared to interval funds. Whereas interval funds are required to make payment within seven days after the repurchase pricing date, tender offer funds must make the payment "promptly" after the termination of a tender offer.[35] As discussed further below, this added flexibility allows a tender offer fund to align the timing of the payments it makes to its own shareholders with the liquidity it receives from its underlying investments. In particular, where the tender offer fund invests in private funds that impose audit-related holdbacks, the fund may withhold a corresponding portion of the redemption proceeds payable to its shareholders until those holdbacks are released following completion of the applicable underlying private fund audits. This feature has made tender offer funds a preferred vehicle for various types of strategies involving significant investment in private funds, including private equity and private credit secondaries strategies.

Required Filings

A tender offer fund commences a tender offer when it first sends to shareholders the "means to tender," the materials a shareholder needs to tender shares, consisting of the letter of transmittal (or instructions describing how to obtain it) together with the related offer to purchase. The fund must file its Schedule TO with the SEC no later than the date of this commencement. Generally, the disclosure requirements of Schedule TO are more robust than those required of interval funds on Form N-23c-3. The Schedule TO disclosure requirements include the following:

- A summary term sheet;
- Certain information about the fund;
- The full terms of the tender offer, including, among other things, the amount to be repurchased, how long shareholders have to tender, any applicable redemption or other fees, and how and when redemption proceeds will be paid;
- Disclosure of any agreements, arrangements, or understandings between the fund and any other person with respect to the fund's securities;
- The purpose of the tender offer;
- The source and amount of the redemption proceeds;
- The interest of the fund and its directors, officers, and affiliates in the fund's securities, including certain transactions in those securities during the prior sixty days;
- Disclosure of all advisers or solicitors engaged by the fund with respect to the tender offer; and
- Where the fund's financial condition is material to shareholders' decision whether to tender, financial statements for the fund and certain other selected financial information, a requirement that funds frequently satisfy through net asset value and related financial data rather than full audited financial statements.

The tender offer fund must also attach to the Schedule TO the various transaction documents, which typically include a letter to shareholders, an offer to purchase, the

form of letter of transmittal, the form of letter of withdrawal, the form of acceptance of tender letter, and, if applicable, the form of promissory note.[36] Any Schedule TO may be subject to review by the SEC's staff, although the staff has generally been able to issue comments quickly given the relatively short period the tender offer may remain open.

In addition, under Rule 13e-4(d), substantially all of the information required by Schedule TO (other than the exhibits) must also be disseminated to shareholders, either in full or as a fair and adequate summary, in the offer materials. The Schedule TO filed with the SEC and the offer to purchase sent to shareholders therefore draw on the same underlying disclosure.

FUND PORTFOLIO AND LIQUIDITY MANAGEMENT

During periods when there is no interval fund repurchase offer in effect, the time-limited liquidity requirement in Rule 23c-3(b)(10)(i) is not triggered, because it applies only from the time the fund sends the repurchase offer notification until the repurchase pricing date. As discussed above, once an interval fund provides notice to shareholders of a repurchase offer, the fund is required to hold assets equal to at least one hundred percent of the repurchase offer amount in liquid assets (which may include a line of credit or similar instruments). Depending on the timing of the individual steps of the repurchase offer, an interval fund would be required to hold the repurchase offer amount in liquid assets for up to fifty-six days at every periodic interval. At the other extreme, an interval fund that conducted annual repurchase offers would have to maintain at least five percent of its portfolio in liquid assets for a minimum of twenty-one days every year.

Tender offer funds have considerably more flexibility with regard to portfolio liquidity. Even while a tender offer is open, tender offer funds are not subject to the asset-coverage liquidity requirement that Rule 23c-3(b)(10) imposes on interval funds. As noted above, tender offer funds must pay the consideration offered "promptly" after termination of the offer under Exchange Act Rule 14e-1(c); the SEC staff has interpreted "promptly" by reference to normal securities settlement practices. Tender offer funds nonetheless commonly structure their offers so that the timing of actual cash payment tracks the liquidity timeline of their underlying investments. They do so by promptly delivering the consideration offered (frequently a non-interest-bearing, non-transferable promissory note that evidences the fund's obligation to pay cash) while disbursing the cash itself over time as the fund receives liquidity from its portfolio. Repurchase terms vary in practice: some funds pay entirely in cash, some in a combination of cash and a promissory note, and some by promissory note alone, with payment provisions ranging from prompt cash settlement to full cash payment on or before a specified outer date (for example, the sixtieth or sixty-fifth day following the notice or expiration date). A common structure is for the fund to make an initial payment of most of the repurchase price, often ninety or ninety-five percent, within a set period after the valuation date, with the balance retained as an "audit holdback" and paid only after the fund's annual audit confirms the applicable net asset value. This mirrors the "audit holdback" that many underlying hedge funds impose on their own investors, under which a portion of withdrawal proceeds is retained until a fund-level audit has been conducted and the withdrawal amount confirmed.

For example, a tender offer fund holding a portfolio of interests in private funds could time payment to its shareholders to correspond with the proceeds it receives after requesting withdrawal from these underlying funds—even for several months, if necessary. These features allow a tender offer fund to determine its liquidity needs only after the tender offer has been completed and to invest in a broader range of less-liquid asset categories. Because of this flexibility, the tender offer fund structure has been the vehicle of choice

for registered funds of hedge funds, despite the enhanced disclosure obligations required by tender offers conducted in accordance with Rule 13e-4.

Liquidity Risk Management Program Inapplicability

Rule 22e-4 under the 1940 Act, commonly known as the liquidity risk management program rule, requires certain open-end funds and ETFs to establish and maintain a liquidity risk management program, classify portfolio investments into liquidity categories, and comply with a 15% limit on illiquid investments. Importantly, Rule 22e-4 does not apply to closed-end funds, including interval funds and tender offer funds. This exemption affords managers of interval and tender offer funds significantly greater flexibility in constructing and managing their portfolios, as they are not subject to the ongoing classification, monitoring, and reporting obligations that the rule imposes on open-end funds, nor are they constrained by the 15% illiquid investment ceiling. This regulatory distinction is one of the principal reasons sponsors select the interval or tender offer fund structure for strategies involving substantial allocations to illiquid or hard-to-value assets.

Private Fund Investments

Interval funds and tender offer funds have increasingly become a preferred registered fund wrapper for investment strategies that allocate substantially to private funds, including hedge funds, private equity funds, private credit funds, venture capital funds, and other privately offered investment vehicles. The semiliquid structure of these funds, which does not require daily redemptions, accommodates the illiquid and capital-call-based nature of many private fund investments in a way that open-end mutual funds and ETFs cannot.

One of the most significant recent developments has been the SEC staff's reversal of its longstanding informal policy requiring sponsors of registered closed-end funds investing more than 15% of their assets in private funds to limit their offerings to accredited investors meeting a minimum initial investment threshold. In 2025, the staff of the Division of Investment Management confirmed that it would no longer issue registration statement comments imposing these restrictions, opening these funds to a substantially broader retail investor base. This development is discussed further in the Distribution Trends section of this white paper.

On September 30, 2026, the SEC proposed two companion rulemakings designed to expand retail investor access to private market strategies through registered fund structures: (i) amendments to Rule 205-3 under the Investment Advisers Act of 1940 (the "Advisers Act") that would permit advisers to registered funds, including interval funds and tender offer funds, to receive performance-based compensation calculated on capital gains or capital appreciation, and (ii) amendments modernizing Rule 23c-3 and codifying multiple share class relief for non-traded registered closed-end funds and business development companies. Together with the staff's 2025 reversal of its 15% private fund policy and the DOL's proposed fiduciary safe harbor (discussed in the Distribution Trends section below), these proposals reflect a sustained policy effort to broaden access to alternative investments through registered fund vehicles.[37]

A registered fund that invests in a private fund relying on the Section 3(c)(1) exemption under the 1940 Act must consider whether the underlying private fund charges a performance fee. If so, the registered fund must generally limit its sales to "qualified clients" as defined in Rule 205-3 under the Advisers Act, which imposes a higher investor eligibility threshold than the accredited investor standard. Alternatively, registered funds may invest in private funds relying on Section 3(c)(5) or Section 3(c)(7) of the 1940 Act, or in private REITs, that charge performance fees without triggering the qualified client

requirement. These performance fee considerations, including the SEC's September 2026 proposal to expand the qualified client definition to include accredited investors, are discussed in greater detail in the Performance Fees section of this white paper.

Registered funds that invest in private funds are also subject to the SEC's requirements regarding disclosure of Acquired Fund Fees and Expenses ("AFFE"). A registered fund-of-funds must disclose in its fee table the fees and expenses of the underlying funds in which it invests, which can result in a fee table that appears to reflect a higher total expense ratio than a fund that invests directly in portfolio securities. The AFFE disclosure requirement has been a persistent commercial challenge for fund-of-funds sponsors, as intermediary platforms and financial advisers may screen funds based on total expense ratios without distinguishing between direct fund expenses and the pass-through AFFE component.

Sponsors must also consider whether a registered fund's investment in a private fund could cause the adviser to the underlying private fund to be deemed a sub-adviser to the registered fund under Section 2(a)(20) of the 1940 Act. If so, the private fund adviser would be subject to the approval requirements of Section 15(a), including shareholder approval of the advisory arrangement. The SEC staff has provided guidance on the factors relevant to this determination, which generally turns on whether the private fund adviser exercises sufficient investment discretion over the registered fund's assets to be considered an adviser to that fund.

Additional regulatory and operational considerations for registered funds investing in private fund strategies, including asset diversification requirements under Subchapter M of the Code, valuation of private fund interests under Rule 2a-5, the treatment of unfunded commitment agreements under Rule 18f-4, and the availability of co-investment exemptive relief, are addressed in the subsections that follow. The seeding of registered closed-end funds through private fund reorganizations and warehousing arrangements is discussed in the *Distribution of Shares* section of this white paper.

Asset Diversification Requirements

Interval funds and tender offer funds generally elect to be treated as regulated investment companies ("RICs") under Subchapter M of the Code and accordingly must satisfy ongoing asset diversification requirements tested at the close of each quarter of the fund's taxable year. Under these requirements, at least 50% of the fund's assets must be diversified such that no single issuer represents more than 5% of total assets or more than 10% of the issuer's outstanding voting securities, and no more than 25% of the fund's assets may be invested in a single issuer (or in two or more issuers that are in the same or related trades or businesses and that the fund controls). These constraints directly affect portfolio construction and require ongoing monitoring, particularly for funds with concentrated strategies or funds that invest in a small number of large private fund positions. Because the test is applied quarterly, managers must plan acquisition and disposition timing to ensure compliance at each measurement date. Funds that fail the diversification test may cure the failure within a specified period, but repeated failures risk losing RIC status and subjecting the fund to entity-level taxation.

Valuation

Interval funds that offer shares on each business day must calculate NAV daily, and at a minimum must calculate NAV no less frequently than weekly; during the five business days preceding the repurchase request deadline, daily NAV calculation is required regardless of offering frequency. Tender offer funds, by contrast, have no mandated NAV frequency other than the requirement to strike NAV as of the valuation date for each share offering and in connection with each tender offer; accordingly, a tender offer

fund's governing documents typically set NAV frequency based on the fund's share offering schedule, which may be daily, monthly, or quarterly. Because both interval and tender offer funds commonly invest in assets for which market quotations are not readily available (*e.g.*, interests in private funds, direct private credit, real estate, or other alternative assets), a substantial portion of fund assets is typically valued using fair value methodologies determined in good faith by the fund's board of directors (or a valuation designee, as permitted under Rule 2a-5 under the 1940 Act). Fund boards and their valuation designee (generally the fund's adviser) must establish and apply fair value methodologies appropriate to the fund's specific holdings, assess and manage material valuation risks, and perform regular back-testing and calibration of valuation models. Given the frequency with which these funds hold Level 2 and Level 3 assets (under ASC 820's fair value hierarchy), robust valuation governance is a critical component of portfolio management for interval and tender offer funds.

Lines of Credit and Other Liquidity Sources

Both interval funds and tender offer funds commonly establish credit facilities or other borrowing arrangements to manage short-term liquidity needs in connection with repurchase offers and tender offers. A revolving credit facility allows a fund to draw on committed capital to satisfy repurchase obligations without being forced to liquidate portfolio investments at inopportune times or at distressed prices. For interval funds, a credit facility may count toward the Rule 23c-3(b)(10) requirement to maintain liquid assets equal to the repurchase offer amount during the offer period. For tender offer funds, credit facilities provide flexibility to fund repurchases while awaiting the return of capital from underlying investments. In addition to bank credit facilities, funds may maintain allocations to cash, cash equivalents, U.S. Treasury securities, or other highly liquid instruments as a standing liquidity buffer. The size and composition of these reserves depend on the fund's repurchase history, investor concentration, underlying asset liquidity profile, and the frequency and size of anticipated repurchase or tender offers. Sponsors must balance the cost of maintaining idle liquidity against the risk of being unable to satisfy repurchases without portfolio disruption.

Unfunded Commitment Agreements

Many interval and tender offer funds invest in private equity, private credit, and other strategies that require the fund to make capital commitments that are drawn down over time rather than invested in a single upfront subscription. Prior to the adoption of Rule 18f-4 under the 1940 Act in 2020, these unfunded commitment agreements were treated as a form of leverage subject to the asset coverage requirements of Section 18, which significantly constrained a fund's ability to participate in capital-call-based strategies. Rule 18f-4 removed this constraint, permitting a closed-end fund to enter into unfunded commitment agreements outside the limitations of Section 18, provided that at the time the fund enters into such an agreement it reasonably believes it will have sufficient cash and cash equivalents to meet its obligations with respect to all of its outstanding unfunded commitments. In making this determination, the fund must consider its other obligations (including any obligations with respect to senior securities or redemptions) and may not rely on cash that may become available only from the sale of investments at prices that deviate significantly from their market values, or from issuing additional equity. Funds are required to document the basis for their reasonable belief and maintain such records for at least five years. This change has been particularly significant for interval and tender offer funds pursuing private equity, venture capital, and private credit strategies, as it enables these funds to participate in the capital-commitment-based structures that are standard in the private fund market without running afoul of the Section 18 leverage restrictions.

Co-Investment Exemptive Relief

Both interval funds and tender offer funds have sought and obtained exemptive relief under Sections 17(d) and 57(a)(4) of the 1940 Act and Rule 17d-1 thereunder to permit such funds to participate in certain co-investment programs and certain other joint investments that would otherwise be prohibited by Section 17 of the 1940 Act. The relief generally permits the recipients of the relief to co-invest in portfolio companies with each other and with affiliated entities. Further, the relief generally permits the recipients to make additional investments in the same issuer. While this exemptive relief is not necessary for the operation of an interval fund or tender offer fund, it is very commonly applied for by such funds and their advisers, particularly where the fund is part of a larger fund complex and where the registered fund may have opportunities to invest in certain issuers alongside affiliated registered or private funds. Beginning in 2025, the SEC modernized this co-investment relief, adopting a simplified, principles-based framework that expanded access to co-investment strategies. Under the modernized framework, the fund's board is no longer required to review and approve each individual co-investment transaction. Instead, the board may approve co-investment policies and receive periodic reports of co-investment activity, rather than being asked to review detailed board materials for each transaction prepared by the adviser in advance of the transaction. In particular, an initial co-investment in an issuer in which neither the fund nor its affiliates already holds a position generally no longer requires transaction-by-transaction board pre-approval. At the same time, the modernized relief now permits a fund to co-invest, subject to board approval, in an issuer in which an affiliate already holds a pre-existing investment but the fund does not, an arrangement that earlier orders generally prohibited, with the first such co-investment in that issuer subject to an enhanced "onboarding" review by the fund's independent directors. The modernized relief also broadened the range of eligible participants, including by expanding the definition of "Regulated Fund" to encompass sub-advised funds where the primary adviser and the sub-adviser are unaffiliated, and by extending the definition of eligible "Affiliated Entities" to include joint-venture subsidiaries and entities that would be investment companies but for Section 3(c) of the 1940 Act or Rule 3a-7 to co-invest, if they are advised by the same adviser.

Significantly, the modernized relief has since been standardized: the SEC approved a template form of co-investment order, and fund sponsors have increasingly filed streamlined applications conforming to that template to supersede their older, more restrictive orders. As a result, the modernized, principles-based approach—rather than the transaction-by-transaction board approval model that characterized earlier relief—has rapidly become the prevailing framework for co-investment by registered closed-end funds, business development companies, and their affiliates.

Managed Distribution Policy

Closed-end funds, including interval funds and tender offer funds, may adopt board-approved managed distribution policies that provide a steady stream of periodic cash payments to investors, typically based on NAV or fixed dollar amounts. When a distribution includes amounts from sources other than net income (*e.g.*, realized gains or return of capital), Rule 19a-1 under the 1940 Act requires the fund to furnish shareholders with a written statement adequately disclosing the sources of the payment. This disclosure requirement is designed to prevent investors from being misled into treating all distributions as income when they may in part represent a return of capital. Rule 19b-1 generally limits closed-end funds to one annual capital gain dividend, but the SEC routinely grants exemptive relief permitting more frequent distributions as part of a managed distribution policy, provided the fund delivers a Rule 19a-1 notice to shareholders and files a Rule 19b-1 notice with the SEC.

DISTRIBUTION OF SHARES

Public Offering

Both interval funds and tender offer funds generally rely on Rule 415 under the Securities Act to offer their shares on a continuous or delayed basis to the public. Historically, interval funds presented several advantages over tender offer funds. Interval funds rely on Securities Act Rule 486, which was adopted contemporaneously with Rule 23c-3, for their post-effective amendments to become immediately effective without SEC review. This allowed interval funds to take advantage of market opportunities when raising capital and to reduce the time and expense involved in making a public offering compared to a traditional closed-end fund or tender offer fund offering. Conversely, a tender offer fund was required to file a post-effective amendment under Section 8(c) of the 1940 Act to its existing registration statement, which required SEC review. While the staff historically provided no-action relief to non-interval closed-end funds to allow their registration statements to become effective automatically after sixty days under Rule 486(a), no such relief had ever been offered to such funds for immediate effectiveness under Rule 486(b). Accordingly, all registration statement amendments of non-interval closed-end funds, including those filed solely to register additional shares, were subject to a minimum 60-day wait and SEC review.[38]

In 2020, the SEC adopted amendments and new instructions to Form N-2 that permitted certain eligible funds to file a short-form registration statement on Form N-2. These amendments permit closed-end funds and business development companies to file a short-form registration statement, similar to Form S-3—the short-form registration statement filed by operating companies—allowing closed-end funds to rely on Rule 430B to omit certain information from the prospectus at the time the registration statement becomes effective, so long as such information is provided by a subsequent prospectus supplement. These short-form registration statements may incorporate certain past and future Exchange Act reports by reference, therefore allowing a fund to avoid the need to make a post-effective amendment to, for example, add audited financial statements.

At the same time as it amended Form N-2, the SEC amended Rule 486. These amendments allow any interval fund, or any closed-end fund or business development company that conducts a continuous offering under Rule 415(a)(1)(ix), to rely on Rule 486. Under these amendments, a qualifying closed-end fund's registration statement can become immediately effective under Rule 486(b) if it is filed for no purpose other than one or more of the following:[39]

- Registering additional shares for which a registration statement filed on Form N-2 is already effective;
- Updating financial statements;
- Designating a new effective date for a previously filed post-effective amendment;
- Updating information regarding portfolio managers;
- Making non-material changes;
- Complying with the requirements of Rule 415(a)(5) and (6); and/or
- Any other purpose the SEC may approve.

If an amendment is filed for other purposes, qualifying funds may still rely on Rule 486(a) for automatic effectiveness after sixty days, which was previously only available to non-interval funds with appropriate exemptive relief. In connection with these amendments, the SEC rescinded the no-action letters it had previously granted to funds regarding reliance on Rule 486(a).[40]

Additionally, the SEC adopted amendments to Rule 23c-3, allowing interval funds to register an indefinite number of securities. Similar to ETFs and mutual funds, an interval fund is now required to pay registration fees based on its net issuance of shares, within ninety days of the end of the fund's fiscal year. An interval fund must file the information related to the calculation of the registration fee on Form 24F-2 under the 1940 Act. Tender offer funds, however, were not included in these amendments. Accordingly, unless a tender offer fund is exchange-traded and is eligible to register an indefinite amount of shares under Rule 456(d), such tender offer fund must periodically update its registration statements to register new shares and is not permitted to net creations against redemptions for purposes of registration fee calculations.[41, 42]

Seeding Arrangements: Private Fund/Registered Fund Reorganizations, Warehousing, and Other Seeding Arrangements

Private-fund investment strategies typically have a longer ramp-up period than more liquid strategies, and that longer deployment timeline can create structural challenges for a newly registered interval fund or tender offer fund. First, a fund intending to qualify as a RIC must satisfy the RIC asset diversification requirements, which are tested at the close of each quarter of the fund's taxable year and can be difficult to meet while the fund is still deploying the proceeds of its offering. Second, under Form N-2 Guide 1, the SEC staff has taken the position that a fund generally should be able to invest the proceeds of its offering within approximately six months. These benchmarks can be difficult to satisfy at the outset of a less-liquid strategy. As a result, sponsors often first implement the strategy in a private fund structure, which affords greater flexibility in seeding and portfolio construction, with the goal of later converting or reorganizing into an interval fund or tender offer fund.

Fund managers with sufficient seed capital are increasingly launching a strategy in a private closed-end fund with a plan to reorganize into a registered fund in the future. At inception, a private fund enjoys a timing advantage in pursuing new or competitive strategies because, unlike its registered fund counterpart, it need not await SEC review of a registration statement before deploying capital. Operating first in private form allows the manager to build the portfolio under the more flexible liquidity and diversification parameters applicable to private funds (see Appendix I to this white paper) and gives strategies that require a large initial capital commitment additional time to source and secure investments. By the time of conversion, the fund also has an established portfolio and performance track record to present to prospective investors.

Most private funds reorganize as tender offer funds or interval funds because both structures accommodate alternative and illiquid assets. To convert, the sponsor typically forms a new entity to be organized as a registered interval fund or tender offer fund and files an initial registration statement on Form N-2 for review with the SEC staff. The fund will also have an organizational board meeting to appoint the board of the fund and approve all the different service provider arrangements and other organizational items necessary to establish the registered fund. After the SEC staff comment and review process is near completion or completed, the sponsor must obtain any necessary approvals from the private fund's investors, board, or general partners under its governing documents. Typically around the time the fund is ready to commence investment operations, the private fund then contributes or sells its portfolio to the registered fund in exchange for registered fund shares having an aggregate net asset value equal to the aggregate value of the assets so contributed. Thus, the registered fund commences operations with an existing portfolio of assets and can deploy additional cash proceeds from the sale of shares more efficiently.

Reorganizing an existing private fund is not the only way to launch a registered closed-end fund with a seasoned or partially deployed portfolio. Sponsors also employ a range

of seeding techniques, alone or in combination. In a "warehousing" arrangement, the adviser or an affiliate (often through a dedicated vehicle and sometimes financed by a warehouse credit facility) acquires and holds investments during a "warehousing period" and later transfers them to the newly registered fund once its offering is effective and funded, giving the fund an immediately deployed portfolio and a head start on satisfying its diversification and deployment expectations. Sponsors may also provide seed capital at inception beyond the statutorily required seed capital needed to organize the fund or negotiate for one or more large, third-party "anchor" investors to provide such seed capital at inception or in connection with seeding a private fund or warehousing arrangement of the type described above.

Each of these approaches requires attention to the 1940 Act's affiliated-transaction restrictions. Because the adviser, an affiliate, or a warehousing vehicle is generally an affiliated person of the fund, transferring warehoused assets to the fund—or contributing a portfolio in kind—implicates the prohibition in Section 17(a) on principal transactions between a registered fund and its affiliates. Sponsors accordingly structure these transfers to fit within an available rule or fall outside Section 17(a), and typically price the transferred assets at fair value determined through an independent valuation process to guard against overreaching. The SEC staff has recently provided a further path for warehousing arrangements that rely on an unaffiliated third party. In an October 2026 no-action letter issued to Goldman Sachs Asset Management, L.P. ("GSAM"), the staff of the Division of Investment Management stated that it would not recommend enforcement action under Section 17(d) of the 1940 Act and Rule 17d-1 thereunder where a registered closed-end fund and its adviser enter into a facility agreement under which an unaffiliated warehouse party, in its sole discretion, acquires investments selected and presented by the adviser and later sells them to the fund in connection with the fund's commencement of operations. Key features of the arrangement include: (i) a prohibition on the warehouse party acquiring investments from first- or second-tier affiliates of the fund or from accounts managed by adviser affiliates; (ii) board approval of the facility agreement and a board determination that the acquisition is reasonable and fair, does not involve overreaching, and is consistent with the fund's best interests and investment objective; (iii) a requirement that the fund acquire all of the warehoused investments at a price not exceeding cost, less distributions received, plus financing fees and certain tax and currency-related amounts; (iv) compliance with the fund's co-investment exemptive order as if the warehouse party were the fund; (v) disclosure in the fund's initial offering materials of the warehoused investments, the material terms of the facility agreement, valuation methodologies, and related risks and conflicts; and (vi) an affiliate equity commitment to ensure the fund satisfies its minimum offering requirement. The SEC staff confirmed that its position also extends to future registered closed-end funds and, subject to corresponding Section 57 safeguards, business development companies advised by GSAM or its affiliates.

Multiple Share Classes and Master-Feeder Structures

Closed-end funds are generally prohibited under Section 18 of the 1940 Act from offering multiple share classes. However, closed-end funds, including interval funds and tender offer funds, have been successful in obtaining exemptive relief from the SEC to offer multiple common share classes, and the SEC now routinely grants such exemptive relief in a timely fashion.[43] In September 2026, the SEC proposed to amend Rule 18f-3 to permit non-traded registered closed-end funds to offer multiple share classes without first obtaining individual exemptive relief; notably, the proposal would not condition reliance on the rule on compliance with FINRA distribution fee rules.[44] A multi-class arrangement allows a closed-end fund to tailor each class to a particular distribution channel and to charge differing class-specific fees, such as sales loads and asset-based distribution and service (12b-1) fees. This relief lets closed-end funds compete more effectively with mutual funds and private funds, which are not similarly constrained in the

classes of interests they may offer. As a condition to this exemptive relief, however—and comparable to the requirements that Rule 18f-3 under the 1940 Act imposes on mutual funds—a closed-end fund generally may not charge different advisory fees to different share classes of the same fund, except to the limited extent permitted under Rule 18f-3 for differences attributable to the same performance-fee arrangement.

Because the exemptive relief does not permit different advisory fees across share classes of the same fund, some sponsors instead use a master-feeder structure to achieve differentiated economics. In a master-feeder arrangement, one or more "feeder" funds invest all or substantially all of their assets in a single "master" fund that holds the portfolio and executes the investment strategy. Each feeder fund is a separate legal entity registered under the 1940 Act whose shares are offered pursuant to an effective registration statement under the Securities Act. The master fund may also be a registered investment company, but this is not required. Although a master-feeder structure imposes greater operational and compliance obligations on a sponsor compared to a single fund with multiple share classes, this arrangement permits maximum flexibility to a fund sponsor. Each feeder fund can have its own sales loads, advisory fees, incentive fees, distribution fees, and repurchase frequencies, while gaining exposure to the same investment strategy through the master fund. More than twenty tender offer fund complexes have adopted a master-feeder structure.

Sponsors are increasingly relying on Section 12(d)(1)(E) of the 1940 Act to establish private feeder funds or foreign feeder funds to invest into a registered interval or tender offer fund. Sponsors use 12(d)(1)(E) feeder funds to deliver a single underlying strategy to distinct investor bases and tax profiles that a single registered fund cannot efficiently serve. For example, a sponsor may offer a private or offshore feeder to non-U.S. investors, or an intermediate offshore feeder that allows tax-exempt or tax-deferred investors to gain exposure to the registered fund without generating unrelated business taxable income. Each such feeder must satisfy the conditions of Section 12(d)(1)(E), including, among others, that its only investment security be shares of the registered fund and that it vote those shares either as directed by its own investors or in proportion to the registered fund's other shareholders.

Blue Sky Notice Filings and Fees

Securities of registered investment companies are "covered securities" for purposes of Section 18 of the Securities Act, specifically under Section 18(b)(2), which affords covered-security status to any security issued by a company registered, or that has filed a registration statement, under the 1940 Act. Section 18 preempts state "blue sky" securities laws relating to the registration or qualification of covered securities. It does not, however, preempt a state's authority to require notice filings and the payment of fees: unless an investment company security is also a covered security under Section 18(b)(1) because it is "listed, or authorized for listing, on a national securities exchange," the offering remains subject to each state's notice filing and fee requirements. Because shares of interval funds and tender offer funds are generally not exchange-listed, sponsors of these funds typically make a notice filing in each state or territory in which they intend to offer shares. The cost of making such filings and paying the corresponding fees in all fifty states is generally in excess of $20,000. In 2026, the SEC proposed rule amendments (its "Registered Offering Reform" proposal) that, if adopted, would preempt state registration and qualification requirements for registered offerings, which could reduce or eliminate the state notice filing and fee burden described above for interval funds and tender offer funds. The proposal remains subject to public comment and possible modification and had not been adopted as of the date of this white paper.

FINRA

Until recently, offerings of closed-end fund securities were subject to the Financial Industry Regulatory Authority, Inc.'s ("FINRA") Corporate Financing Rule, FINRA Rule 5110.[45] The Corporate Financing Rule prohibits unfair or unreasonable underwriting arrangements in connection with the public offering of securities and requires member firms participating in a public offering (subject to various exemptions) to file information with FINRA regarding the underwriting terms and arrangements. Prior to 2020, offerings by interval funds that make periodic repurchases pursuant to Rule 23c-3 and offer their securities on a continuous basis under Securities Act Rule 415 were exempt from the rule's filing and substantive requirements; no comparable exemption was available to closed-end funds operating as tender offer funds. In 2020, FINRA amended Rule 5110 to add a parallel exemption for a tender offer fund that (i) makes a continuous offering under Rule 415, (ii) prices its securities at least quarterly, (iii) limits underwriter compensation to the amount permitted under the FINRA sales charge rule, (iv) makes at least two repurchase offers each calendar year pursuant to Exchange Act Rule 13e-4, and (v) does not list its securities on a national securities exchange.

Distribution Trends

Broader retail access to private-market strategies. The SEC staff has historically taken an informal policy stance requiring sponsors to restrict offerings of closed-end funds that invest more than 15% of their assets in private funds to accredited investors. This policy was derived from comments on filed registration statements and was not required by any provision of the 1940 Act or other SEC rules. Combined with the broad prohibition on public offerings of private funds under the 1933 and 1940 Acts, the policy effectively limited investment in these funds to accredited investors who met a minimum initial investment, commonly $25,000. In 2025, the staff of the Division of Investment Management confirmed that it would no longer issue comments requesting that these funds impose accredited-investor and minimum-investment requirements or limit their private fund investments to 15% of assets.[46] Following the staff's reversal of this policy, fund sponsors have a considerably wider market for their private-market products, and non-accredited retail investors are now able to participate in registered closed-end funds with significant private fund holdings. Since the change, numerous funds (including funds that invest more than 15% of their assets in private funds and funds pursuing private-market secondary strategies) have removed the accredited-investor and minimum-investment limitations from their registration statements, broadening their offerings to retail investors.

Feeder-based distribution. Sponsors are increasingly using feeder vehicles to broaden distribution of a single registered strategy across investor bases and channels. As discussed above, in addition to registered feeder funds, private funds and offshore or foreign feeders may invest into a registered interval or tender offer fund in reliance on Section 12(d)(1)(E), allowing a sponsor to reach non-U.S. investors and tax-sensitive investors through a common underlying fund. This feeder-based approach reflects the broader trend of using the registered interval or tender offer fund as a central strategy vehicle that can be accessed through multiple distribution channels.

Intermediary-level sales charges. Sponsors are also changing how sales charges are structured and disclosed. Although the multiple-class exemptive relief described above permits a fund to impose a front-end sales load on a particular share class, many interval and tender offer funds now offer one or more classes on which the fund itself imposes no sales load, disclosing instead that an investor who purchases through a financial intermediary may be charged a separate transaction fee, placement fee, or brokerage commission by that intermediary—frequently subject to a stated cap, such as 3.5% of the

amount invested. This approach shifts the pricing of distribution from a uniform, fund-level load to a negotiated, intermediary-level charge that varies by channel, while the fund's prospectus discloses the maximum charge the investor may bear.

Bonus share arrangements. To attract early investors and help a newly launched fund reach scale, some sponsors have begun offering "bonus share" arrangements, under which the adviser or an affiliate bears the cost of issuing additional shares to investors who purchase during the fund's initial offering period or another specified early window. These arrangements are generally structured so that the economic cost is borne by the sponsor rather than the fund or its other shareholders, and they have emerged as a competitive tool as the number of new interval and tender offer fund launches has increased.

Access to distribution platforms. A significant commercial factor in a fund's growth is access to the large intermediary distribution platforms through which much of the retail and advisory market is reached. These platforms apply their own onboarding criteria, which have historically included considerations such as minimum fund size, length of track record, and performance history that newly launched funds often could not satisfy. As interval and tender offer funds have proliferated and demand for private-market exposure has grown, securing access to these platforms has become an increasingly important focus of sponsors' distribution efforts. Platform criteria are established by the intermediaries themselves and vary by platform; sponsors evaluating distribution should confirm the applicable requirements with each platform, as they remain a meaningful gating factor for newer funds.

DOL proposed fiduciary safe harbor for defined contribution plans. On March 30, 2026, the U.S. Department of Labor (the "DOL") proposed a rule titled "Fiduciary Duties in Selecting Designated Investment Alternatives," which would establish a process-based safe harbor for ERISA plan fiduciaries selecting investment options (including options with exposure to alternative assets) for participant-directed defined contribution plans such as 401(k) plans. The proposal is designed to give plan fiduciaries greater confidence in adding alternatives to plan menus by providing a clear, principles-based framework for evaluating such options, rather than requiring fiduciaries to navigate the uncertainty of the existing prudence standard as applied to less-liquid investments. If adopted, the rule could significantly expand the addressable market for interval funds and tender offer funds by opening up distribution of such funds in the approximately $11 trillion U.S. defined contribution plan market that has historically been largely closed to alternative investment strategies due to fiduciary risk concerns. Commentators have noted that the proposal, together with the broader policy push to expand retirement savers' access to alternative assets, is expected to accelerate demand for 1940 Act-registered structures such as interval funds and tender offer funds as vehicles for delivering that exposure within the 401(k) plan framework. The semiliquid structure of interval and tender offer funds, which provide periodic but not daily liquidity, may be particularly well suited to defined contribution plan investment menus, which do not require the same daily redemption capability as mutual funds so long as participants can access their investments at reasonable intervals. Fund sponsors are already evaluating how their existing or planned interval and tender offer fund products may be positioned for this channel, including considerations around share class structure, valuation frequency, fee levels, and the operational infrastructure needed to interface with plan recordkeeping systems. The proposal remains subject to public comment and possible modification and had not been adopted as of the date of this white paper.

PERFORMANCE FEES

Advisers to closed-end funds, including interval funds and tender offer funds, are generally prohibited by Section 205(a)(1) of the Advisers Act from charging a performance fee—that is, a fee based on a share of the capital gains upon, or the capital appreciation of, fund assets—subject to certain exceptions. First, a fund may charge a performance fee if each of the fund's shareholders is a "qualified client" as defined in Rule 205-3 under the Advisers Act. A qualified client includes, among others, a natural person or company that has at least $1.4 million in assets under management with the adviser or that the adviser reasonably believes has a net worth of at least $2.7 million (in the case of a natural person, excluding the value of such person's primary residence).[47] Second, because the language of Section 205 prohibits only a fee measured "on the basis of a share of capital gains upon or capital appreciation of" fund assets, a performance fee based instead on the fund's dividend and interest income is generally permissible. Third, under Section 205(b)(2) of the Advisers Act and Rule 205-1 thereunder, a fund may also charge a "fulcrum fee" regardless of whether its shareholders are qualified clients. A fulcrum fee is a type of performance fee that adjusts up or down in proportion to the fund's investment performance relative to a specified securities index over a specified period. A fulcrum fee must be symmetrical around a base fee: the increase in the fee for performance above the index must mirror the decrease in the fee for equivalent underperformance below the index, so that the adviser shares proportionately in both favorable and unfavorable results. While fulcrum fees are used by only a minority of registered investment companies, they have drawn increased attention recently as a possible alternative to traditional performance fees.

Many interval funds and tender offer funds pursue a fund-of-funds strategy whereby they invest fund assets in other privately offered investment companies, such as hedge funds, private equity funds, or private debt funds. The underlying private funds may themselves charge a performance fee. If an interval fund or tender offer fund invests in a private fund relying on the Section 3(c)(1) exemption under the 1940 Act that charges a performance fee, then that interval or tender offer fund must limit its sales to qualified clients. Alternatively, interval or tender offer funds may invest in Section 3(c)(5) or 3(c)(7) funds and private REITs that charge performance fees without imposing a qualified client limitation.

On September 30, 2026, the SEC proposed amendments to Rule 205-3 that, if adopted, would substantially change this framework. Under the proposal, a registered fund (including an interval fund or tender offer fund) that satisfies specified governance, board oversight, and disclosure conditions could pay its adviser a performance fee of up to 20% of the fund's net capital gains or net capital appreciation, whether realized or unrealized, without limiting sales of its shares to qualified clients. The fund's board would be required, as part of its Section 15(c) review of the advisory agreement, to determine that the performance fee is in the best interests of the fund, and that analysis would be disclosed annually. The proposal would also amend the "qualified client" definition to include accredited investors while eliminating the separate net worth and assets-under-management tests, which would ease the qualified client limitation described above for registered funds that invest in Section 3(c)(1) funds charging performance fees.[48]

LEVERAGE

Both interval funds and tender offer funds are generally subject to the same leverage requirements applicable to all closed-end funds. Section 18 of the 1940 Act restricts a closed-end fund's issuance of a senior security representing indebtedness unless the fund has at least 300% asset coverage,[49] and its issuance of preferred stock unless the fund has at least 200% asset coverage.[50] This affords closed-end funds more flexibility than open-end mutual funds, which may not issue preferred stock and are generally

limited to bank borrowing as a source of leverage. Interval funds, however, are subject to an additional leverage requirement not applicable to tender offer funds and other closed-end funds. Any senior security issued, or other indebtedness contracted, by an interval fund must either (1) mature by the fund's next repurchase pricing date or (2) provide for its redemption, call, or repayment by the next repurchase pricing date.[51] This requirement tends to prevent an interval fund from taking on leverage that would interfere with its next scheduled repurchase offer. Tender offer funds, on the other hand, do not face this restriction and may issue any type of senior security that any other non-interval closed-end fund may issue.

Both interval funds and tender offer funds may also obtain leverage-like exposure through derivatives and certain other transactions. Historically, funds addressed the Section 18 senior security restrictions applicable to derivatives by segregating or "covering" liquid assets equal to their potential obligations, in accordance with SEC guidance. That asset-segregation framework has been superseded by Rule 18f-4 under the 1940 Act, adopted in 2020 with a compliance date in 2022, which now governs the use of derivatives by registered funds. Under Rule 18f-4, derivatives transactions entered into in compliance with the rule are not treated as senior securities subject to the Section 18 asset-coverage requirements. In exchange, a fund that uses derivatives beyond a limited extent must adopt a written derivatives risk management program administered by a designated derivatives risk manager and overseen by the fund's board, and must comply with an outer limit on fund leverage risk based on value at risk ("VaR"). A fund that qualifies as a "limited derivatives user"—generally, one whose derivatives exposure does not exceed ten percent of its net assets—is excepted from the program and VaR requirements but must adopt written policies and procedures reasonably designed to manage its derivatives risks.

Prior to the adoption of Rule 18f-4 under the 1940 Act in 2020, unfunded commitment agreements entered into by closed-end funds were considered a form of leverage and were required to be considered in the leverage restrictions imposed by Section 18. This placed a significant restriction on those interval and tender offer funds that sought to invest in private funds that admitted limited partners through a capital commitment, rather than an upfront cash subscription, as is common practice for many private equity funds. With the adoption of Rule 18f-4, a closed-end fund may enter into unfunded commitment agreements outside of the limitations of Section 18 if, at the time of entering into such an agreement, a fund reasonably believes it will have sufficient cash and cash equivalents to meet its obligations with respect to all of its unfunded commitment agreements. Funds must consider other obligations (including any obligation with respect to senior securities or redemptions) and may not take into account cash that may become available from the sale of any investment at a price that deviates significantly from the market value of those investments, or from issuing additional equity. Funds are required to document the basis for their reasonable belief and maintain such records for at least five years.

CONCLUSION

Interval funds and tender offer funds have moved from a niche corner of the registered fund market to one of its fastest-growing segments. For much of the period following the adoption of Rule 23c-3 in 1993, these structures were used sparingly; however, both the number of funds organized and the aggregate assets under management in interval and tender offer funds have expanded dramatically as sponsors have increasingly turned to the semiliquid, registered fund wrapper to deliver private market and alternative asset strategies to a broader base of investors.

This growth has been reinforced by a series of developments discussed in this white paper. The SEC has modernized and standardized co-investment relief, streamlining the framework through which these funds access alternative investments alongside their

affiliates. The staff has also stepped back from its prior practice of limiting retail access to registered closed-end funds that invest substantially in private funds, widening the market for these products. In November 2026, BlackRock applied for exemptive relief to launch an "exchange-traded interval fund" that would list on a national exchange and issue and repurchase shares in creation units through authorized participants, much like an ETF. If approved, it could combine access to private markets with exchange-traded liquidity and further widen the market for these vehicles. At the same time, the SEC has continued to efficiently grant exemptive relief facilitating multiple share classes, asset-based distribution fees, and early withdrawal charges, allowing sponsors to tailor these vehicles to a range of distribution channels. Sponsors have also developed increasingly creative strategies for seeding these funds—including establishing a strategy first in a private fund and later reorganizing or converting it into an interval or tender offer fund, and using seed capital and similar arrangements to build an investment track record and deploy capital before a public offering—in order to navigate the diversification and deployment constraints that can make launching a registered fund with less-liquid strategies challenging. Finally, developing policy initiatives—including the Department of Labor's proposed fiduciary safe harbor, the SEC's September 2026 proposals to expand performance fee eligibility for registered funds and modernize the interval fund framework, and executive action aimed at expanding access to alternative investments in defined contribution retirement plans—may, over time, open a substantial new channel of demand for these structures.

These types of funds provide managers with an investment vehicle to deliver exposure to alternative investment strategies and asset classes that are not suitable for open-end funds, all while avoiding some of the problematic features of traditional closed-end funds. The choice between the interval fund and tender offer fund structures, and the flexibility each provides, allows a fund sponsor to customize its investment vehicle to optimize its product for investors. Given the trajectory of the past several years and the regulatory tailwinds now in place, interval funds and tender offer funds appear likely to occupy an increasingly central role in the registered fund landscape.

NOTES

1 Rule 22e-4 under the 1940 Act, commonly known as the liquidity risk management program rule, requires, among other things, certain open-end funds and exchange-traded funds to establish and maintain a liquidity risk management program overseen by a designated liquidity risk management administrator. The rule requires funds to comply with a 15% limit on illiquid investments (as defined in Rule 22e-4). Rule 22e-4 does not apply to closed-end funds, including interval funds and tender offer funds.

2 On March 30, 2026, the U.S. Department of Labor (the "DOL") proposed a rule titled "Fiduciary Duties in Selecting Designated Investment Alternatives," which would establish a process-based safe harbor for ERISA plan fiduciaries selecting investment options—including options with exposure to alternative assets—for participant-directed defined contribution plans such as 401(k) plans; commentators have noted that this proposal, together with the broader policy push to expand retirement savers' access to alternative assets, is expected to accelerate demand for 1940 Act-registered structures such as interval funds and tender offer funds as vehicles for delivering that exposure.

3 ***See,*** *e.g.*, NYDIG Bitcoin Strategy Fund.

4 ***See,*** *e.g.*, Stone Ridge Art Risk Premium Fund.

5 ***See,*** *e.g.*, Apollo S3 Private Markets Fund.

6 Interval funds are not limited to any particular form of organization; thus, their securities may be in the form of shares, units, interests, etc. For purposes of this white paper, we refer to investors in a fund as shareholders and the equity interests in a fund as shares.

7 Initially, these closed-end funds were all loan participation or "prime rate" funds that invested in illiquid assets consisting of interests in senior, secured corporate loans that had floating interest rates. In 1991, the Emerging Markets Growth Fund, Inc., became the first closed-end fund with an equity-focused investment strategy to indicate its intention to offer periodic repurchases of its shares.

8 1940 Act Release No. 19399 (May 14, 1993).

9 As discussed below, many closed-end funds that operate as tender offer funds are part of a master-feeder structure (see, *e.g.*, FS Global Credit Opportunities Fund). For purposes of counting the number of tender offer funds, we have considered all funds within a master-feeder structure as a single tender offer fund. When counting each master or feeder fund as a single fund, the number of tender offer funds is in excess of one hundred.

10 Rule 23c-3(b)(2)(i).

11 Rule 23c-3(b)(2)(ii).

12 Rule 23c-3(a)(1); Rule 23c-3(b).

13 *See, e.g.*, Blackstone/GSO Floating Rate Income Fund, et al., 1940 Act Release No. 32866 (Notice) (Oct. 23, 2017), 1940 Act Release No. 32901 (Order) (Nov. 20, 2017).

14 In November 2026, BlackRock Advisors, LLC and certain of its affiliated advisers applied for exemptive relief to operate a new variety of interval fund, which they refer to as an "exchange-traded interval fund" ("ETIF"). Shares of an ETIF would be listed on a national securities exchange and, similar to an ETF, would be issued to, and repurchased from, authorized participants in creation units. The application requests relief to permit monthly repurchase offers of not less than 2% of outstanding shares, limited to authorized participants and commencing at least seven days before the repurchase request deadline, and to permit repurchases for in-kind consideration, including from certain affiliated persons. See BlackRock Advisors, LLC, et al., Application for an Order under Sections 6(c), 23(c)(3), and 17(b) of the 1940 Act (filed Nov. 16, 2026). The application had not been noticed or granted as of the date of this white paper.

15 Rule 23c-3(a)(7).

16 Rule 23c-3(c).

17 Rule 23c-3(b)(3)(i).

18 Rule 23c-3(b)(3)(ii).

19 Rule 23c-3(a)(3). As a condition to the SEC providing exemptive relief to certain interval funds intending to conduct monthly repurchases (see, *e.g.*, note 13 above), such funds must offer to repurchase not less than five percent of the fund's outstanding shares in any one-month period, and the repurchase offer amount for the then-current monthly period, plus the repurchase offer amounts for the two monthly periods immediately preceding the then-current monthly period, must not exceed twenty-five percent of the fund's outstanding common shares.

20 Rule 23c-3(a)(3).

21 Rule 23c-3(b)(5).

22 Recently, certain interval funds and tender offer funds have been met with higher-than-normal repurchase requests, particularly those funds employing private credit investment strategies. As a general matter, sponsors and fund boards have to date elected not to increase their stated minimum repurchase amounts to accommodate these requests so as to avoid unnecessary forced selling of fund assets. Notwithstanding these elevated repurchase requests, to date we are not aware of any affected funds that have been unable to satisfy their Rule 23c-3 repurchase obligations.

23 Rule 23c-3(a)(7).

24 Rule 23c-3(b)(4)(i).

25 Rule 23c-3(b)(4)(ii).

26 Rule 23c-3(a)(5).

27 Rule 23c-3(a)(4).

28 Rule 23c-3(b)(1).

29 Rule 23c-3(b)(4)(i).

30 See 1940 Act Release No. 36351 (Sept. 30, 2026).

31 Rule 12b-1(b)(3)(ii).

32 Rule 13e-4(f)(3).

33 Rule 13e-4(d). The rule provides a variety of ways to disseminate the required information to shareholders.

34 Rule 13e-4(f).

35 Rule 13e-4(f)(5).

NOTES

36 Exchange Act Rule 14d-100 (Schedule TO).

37 Advisers Act Release No. 7022 (Sept. 30, 2026); 1940 Act Release No. 36351 (Sept. 30, 2026).

38 Interval funds are able to rely on Rule 415 on the basis of meeting the express requirements of Rule 415(a)(1)(xi), which was adopted contemporaneously with 1940 Act Rule 23c-3. Pursuant to SEC exemptive relief, most other closed-end funds, including tender offer funds, make continuous or delayed offerings on the basis of Rule 415(a)(1)(x), even though they do not satisfy the express requirements of the rule. See Pilgrim America Prime Rate Trust, SEC Staff No-Action Letter (May 1, 1998); Nuveen Virginia Premium Income Municipal Fund, SEC Staff No-Action Letter (Oct. 6, 2006).

39 *See* Rule 486(b)(1)(i)-(vii).

40 Rule 486(a).

41 Rule 23c-3(e).

42 In 2026, however, the SEC proposed its "Registered Offering Reform" rules, which, among other things, request comment on whether tender offer funds should be permitted to register an indefinite amount of securities and pay registration fees on an annual net-issuance basis in the same manner as interval funds, and would more broadly expand the categories of funds eligible to defer and pay registration fees on a "pay-as-you-go" basis; the proposal remains subject to public comment and possible modification and had not been adopted as of the date of this white paper.

43 As part of these exemptive relief requests, funds will routinely request and receive relief to charge shareholders a distribution fee (*i.e.*, a 12b-1 fee).

44 See 1940 Act Release No. 36351 (Sept. 30, 2026).

45 FINRA Rule 5110.

46 Accounting and Disclosure Information (ADI) 2025-16 (Aug. 15, 2025).

47 These dollar thresholds are adjusted periodically by the SEC for inflation. The most recent inflation adjustment became effective June 29, 2026.

48 Advisers Act Release No. 7022 (Sept. 30, 2026).

49 1940 Act Section 18(a)(1)(A). Asset coverage for debt securities is calculated as the ratio of the value of total fund assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of debt securities. Section 18(h).

50 1940 Act Section 18(a)(2)(A). Asset coverage for preferred shares is calculated as the ratio of the value of the fund's total assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of debt securities issued by a fund plus the aggregate of the involuntary liquidation preference on the preferred shares. Section 18(h).

51 Rule 23c-3(b)(9).

FOR MORE INFORMATION

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APPENDIX I

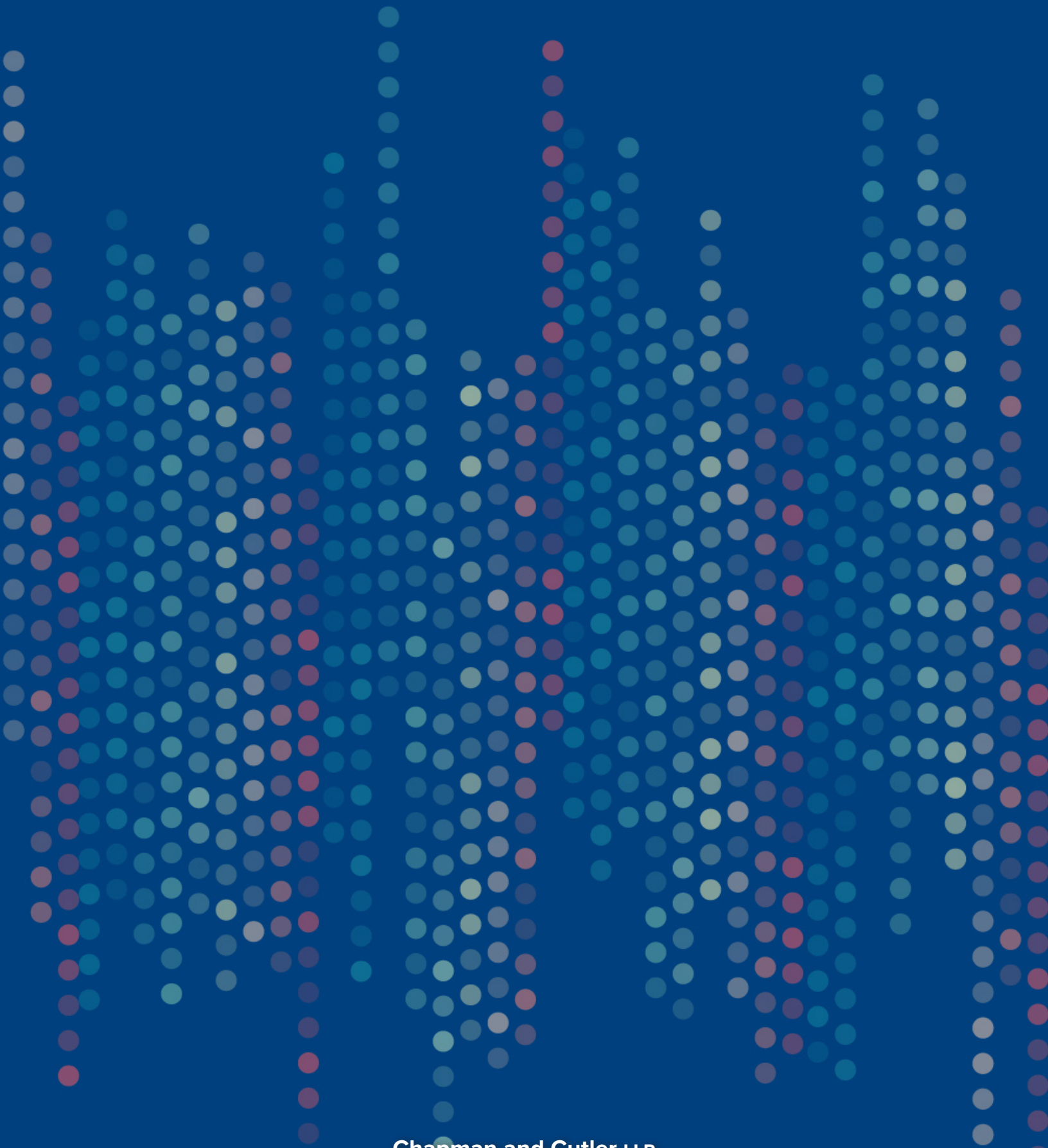
COMPARISON OF INVESTMENT VEHICLES

The following table sets forth a brief summary of the general rules applicable to or general market practice of the following investment vehicles. The rules and practices summarized below are not a complete description of any law, regulation, or practice.

	Interval Fund	Tender Offer Closed-End Fund	Traditional Closed-End Fund	Open-End Mutual Fund	Hedge Fund	Private Equity/ Real Estate Closed-End Fund
Eligible Investors	Any investor	Any investor	Any investor	Any investor	Limited to investors that are "accredited investors" and "qualified purchasers" (if a 3(c)(7) fund)	Limited to investors that are "accredited investors" and "qualified purchasers" (if a 3(c)(7) fund)
Frequency of Calculating NAV	Daily if fund is offered each business day and no less than weekly (daily during five business days before repurchase offer request deadline)	No mandated frequency; set by the fund's governing document based on frequency of share offerings (e.g., daily, monthly, or quarterly) and NAV must be struck as of the valuation date for each tender offer	Generally daily	Daily	At the discretion of the fund manager in accordance with the fund's governing documents	At the discretion of the fund manager in accordance with the fund's governing documents
Performance Fee	Generally no unless (1) sales are limited to "qualified clients," (2) fund charges a "fulcrum fee," or (3) performance fee is based only on dividend or interest income	Generally no unless (1) sales are limited to "qualified clients," (2) fund charges a "fulcrum fee," or (3) performance fee is based only on dividend or interest income	Generally no unless (1) sales are limited to "qualified clients," (2) fund charges a "fulcrum fee," or (3) performance fee is based only on dividend or interest income	Generally no unless (1) sales are limited to "qualified clients," (2) fund charges a "fulcrum fee," or (3) performance fee is based only on dividend or interest income	Yes, subject to conditions	Yes, subject to conditions
Distribution (12b-1) Fee	Yes, with exemptive relief	Yes, with exemptive relief	Yes, with exemptive relief	Yes	N/A	N/A

	Interval Fund	Tender Offer Closed-End Fund	Traditional Closed-End Fund	Open-End Mutual Fund	Hedge Fund	Private Equity/ Real Estate Closed-End Fund
Multiple Share Classes	Yes, with exemptive relief	Yes, with exemptive relief	Yes, with exemptive relief	Yes	Yes	Yes
Liquidity Restrictions	Liquidity restrictions apply during the period between notice of repurchase and the repurchase pricing date	None, but must be able to fulfill tenders "promptly"	None	Illiquid securities limited to 15% of net assets	None	None
Redemption Frequency	At a predetermined interval of twelve, six, or three months (set as fundamental policy changeable only by shareholder vote), or one month with exemptive relief	At the discretion of the board	N/A	Required to meet all daily redemptions	At the discretion of the fund manager in accordance with the fund's governing documents	Generally redemptions are not permitted
Redemption Amount	Between 5%-25% of outstanding shares	At the discretion of the board	N/A	Unlimited	At the discretion of the fund manager in accordance with the fund's governing documents	Generally redemptions are not permitted
Timing of Payment of Redemption Proceeds	Redemption proceeds must be paid within seven days of repurchase pricing date	Redemption proceeds must be paid "promptly," but can be timed with liquidity of fund assets	N/A	Redemption proceeds must be paid within seven days of redemption request	At the discretion of the fund manager in accordance with the fund's governing documents	N/A
Repurchase/ Redemption Fees	Maximum 2% of proceeds to compensate the fund for costs associated with repurchase	Subject to discretion of fund manager	N/A	Maximum 2% of the shares redeemed, under certain circumstances and subject to board determination, to compensate fund for trading or other costs from market timing	At the discretion of the fund manager in accordance with the fund's governing documents	Generally redemptions are not permitted

	Interval Fund	Tender Offer Closed-End Fund	Traditional Closed-End Fund	Open-End Mutual Fund	Hedge Fund	Private Equity/ Real Estate Closed-End Fund
Early Withdrawal Charge/ Contingent Deferred Sales Charge	With multi-class relief, EWC is generally a 1.00% fee applied to repurchases of Class C shares repurchased within 12 months of initial investment and designed to compensate distributor or intermediary	With multi-class relief, EWC is generally a 1.00% fee applied to repurchases of Class C shares repurchased within 12 months of initial investment and designed to compensate distributor or intermediary	N/A	CDSC is generally a 1.00% fee applied to redemptions of Class C shares redeemed within 12 months of initial investment and designed to compensate distributor or intermediary	At the discretion of the fund manager in accordance with the fund's governing documents	Generally redemptions are not permitted
Subject to FINRA Corporate Financing Rule	No	No, subject to exemption conditions	Yes, if exchange traded	No	No	No
Leverage	1 Use of leverage and senior securities are subject to the asset coverage requirements of Section 18 of the 1940 Act (at least 300% coverage for senior securities representing indebtedness and at least 200% asset coverage for preferred stock); and 2 Senior securities and other indebtedness must mature or be callable/redeemable by the next repurchase pricing date	Use of leverage and senior securities are subject to the asset coverage requirements of Section 18 of the 1940 Act (at least 300% coverage for senior securities representing indebtedness and at least 200% asset coverage for preferred stock)	Use of leverage and senior securities are subject to the asset coverage requirements of Section 18 of the 1940 Act (at least 300% coverage for senior securities representing indebtedness and at least 200% asset coverage for preferred stock)	1 Use of leverage is subject to the asset coverage requirements of Section 18 of the 1940 Act (bank borrowings require at least 300% asset coverage); 2 Senior securities (including preferred stock and debt securities) are not permitted; and 3 Borrowing is only permitted from banks	No restrictions	No restrictions
Blue Sky Requirements	Notice filing and fee payment required in all states in which an offering is made	Notice filing and fee payment required in all states in which an offering is made	Exempt if securities are listed on a national exchange	Notice filing and fee payment required in all states in which an offering is made	Notice filing and fee payment required in all states in which an offering is made	Notice filing and fee payment required in all states in which an offering is made



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