

Family Office Insights

Section 13(f) Compliance

June 2026

Amidst a complex landscape of securities regulation, family offices face several potential “traps for the unwary” when discerning which rules and requirements apply. One such trap is that family offices may qualify for exemption from investment adviser registration under the Investment Advisers Act of 1940, as amended (the Advisers Act),¹ but may still be subject to the institutional investment manager filing requirements of Section 13(f) of the Securities Exchange Act of 1934, as amended (the Exchange Act).²

To avoid this trap, family offices and their legal advisors should develop comprehensive compliance plans that account for both their exemption from investment adviser registration, as well as their inclusion in Section 13(f)’s filing and reporting obligations.

Investment adviser registration exemptions

Family offices should ensure they meet the requirements to qualify for exemption from federal or state registration as investment advisers. At the federal level, the Securities and Exchange Commission (SEC) adopted rules under the Advisers Act that allow family offices to avoid the Advisers Act’s complex (and public) investment adviser registration requirements. This relief comes in the form of the “family office exclusion,” which requires that a family office:

- Provide investment advice only to “family clients” (within the meaning of the Advisers Act’s complex definition of that term)
- Be wholly owned by family clients and exclusively controlled by family members and/or certain family entities
- Not hold itself out to the public as an investment adviser³

Adopting the Advisers Act’s family office exclusion, the Commodities and Futures Trading Commission (CFTC) codified its staff’s existing advice by formally exempting family offices from registration as commodity pool operators or commodity trading advisors.⁴ Additionally, the CFTC waived the provisions of its regulations that otherwise would impose an obligation to file a notice in order to claim that exemption.⁵

At the state level, registration requirements most frequently apply to investment advisers whose assets under management fall below the Advisers Act’s size thresholds; investment advisers who are considered “small” or “mid-sized” under the Advisers Act are generally required to register with one or more state securities authorities. To harmonize their regulatory regimes with the Advisers Act, many states have adopted rules that provide exemptions to family offices from their state-law investment adviser registration requirements that parallel the Advisers Act’s family office exclusion.⁶

¹ 17 C.F.R. 202(a)(11)(G)-1.

² 15 U.S.C. § 78m(f).

³ 17 C.F.R. 202(a)(11)(G)-1(b).

⁴ 17 C.F.R. § 4.13(a)(6).

⁵ 17 C.F.R. § 4.13(b)(1).

⁶ See, e.g., Cal. Corp. Code § 25009.1; Tex. Admin. Code 116.1(b)(2)(iii).

Section 13(f) filing and reporting requirements

Family offices should carefully note that, unlike the Advisers Act, Section 13(f) does not exempt family offices. Section 13(f) requires any “institutional investment manager” that exercises investment discretion over the accounts of any other person holding “section 13(f) securities”⁷ with an aggregate fair market value of at least US\$100 million to make certain periodic, and public, filings with the SEC on Form 13F. Per Section 13(f)(4) and (5), however, the SEC does permit filers to request confidential treatment for certain holdings in nine limited exemptions, subject to SEC approval.⁸

The potential “trap” for family offices here is that Section 13(f) applies to all institutional investment managers, regardless of whether they are registered investment advisers under the Advisers Act. Thus, even if a family office is exempt from registration under the Advisers Act, it may nevertheless be an “institutional investment manager” for the purposes of Section 13(f) and, therefore, be required to comply with Form 13F’s filing requirements. If a family office is a Form 13F filer, it should also ensure compliance with Section 13(f)’s expanded reporting obligations, including Form N-PX and Form SHO.

Form N-PX

Family offices that are Form 13F filers must make an annual filing on Form N-PX to disclose their votes on any pay-related proposals presented to stockholders by the public companies in their investment portfolios. These pay-related proposals include proposals requesting advisory stockholder votes on Section 14A executive compensation (“say-on-pay” proposals), Section 14A executive compensation vote frequency (“say-on-frequency” proposals) and Section 14A extraordinary transaction executive compensation proposals.⁹ A Form 13F filer must file Form N-PX if it possessed “voting power” over the relevant securities, and “exercised” that voting power to influence how those securities were voted. The deadline to file is August 31 of each year, covering the filer’s pay-related voting record for the 12-month period ending on June 30.

To avoid another potential “trap for the unwary,” family offices should be aware that Form N-PX requires a broader list of securities to be reported than Form 13F. Although Form 13F only requires reporting in respect of “section 13(f) securities” (as identified on the SEC’s quarterly Form 13F list), Form N-PX reporting is not limited to securities on that list, but applies to pay-related votes cast on all securities registered under Section 12 of the Exchange Act.

⁷ Generally speaking, these are equity securities that are traded on a securities exchange, certain equity options and warrants, shares of closed-ended investment companies, as well as certain convertible debt securities.

⁸ [15 U.S.C. § 78m\(f\)\(4\)–\(5\); 5 U.S.C. § 552\(b\)\(1\)–\(9\)](#).

⁹ SEC, [Enhanced Reporting of Proxy Votes by Registered Management Investment Companies; Reporting of Executive Compensation Votes by Institutional Investment Managers](#), Release Nos. 33-11131, 34-96206 (Nov. 2, 2022).

¹⁰ SEC, [Short Position and Short Activity Reporting by Institutional Investment Managers](#), Release No. 34-98738 (Oct. 13, 2023).

¹¹ SEC, [Order Granting Temporary Exemption Pursuant to Section 13\(f\)\(3\) of the Securities Exchange Act of 1934 from Compliance with Rule 13f-2 and Form SHO](#), Release No. 34-102380 (Feb. 7, 2025).

¹² Nat’l Assoc. of Priv. Fund Mgrs. v. SEC, 151 F.4th 252, 273 (5th Cir. 2025).

¹³ SEC, [Order Granting Temporary Exemptive Relief Pursuant to Sections 13\(f\)\(3\) and 36\(a\)\(1\) of the Securities Exchange Act of 1934 from Compliance with Rule 13f-2 and Form SHO, and Pursuant to Section 36\(a\)\(1\) of the Securities Exchange Act of 1934 from Certain Aspects of Rule 10c-1a](#), Release No. 34-104303 (Dec. 3, 2025).



In light of Form N-PX’s requirements, family offices that are Form 13F filers should develop procedures to identify and keep a record of any pay-related proposals that are presented at their portfolio companies’ stockholder meetings, and how they cast their votes, so that they can make accurate and timely filings of Form N-PX.

Furthermore, family offices that are 13F filers should be aware that their Form N-PX filings will be available to the public through the SEC’s website. That means that a family office’s votes and voting patterns may be scrutinized, which may result in outreach or inquiries from company management, the media, proxy advisory firms or other institutional holders.

Form SHO

Family offices that are Form 13F filers should also be aware of potential updates to another reporting obligation: Form SHO. On October 13, 2023, the SEC adopted Exchange Act Rule 13(f)(2) and the associated Form SHO, mandating that certain institutional investment managers report short-sale transactions to the SEC.¹⁰ The rule, however, has undergone several developments since its adoption.

First, the SEC granted a temporary exemption from compliance on February 7, 2025, which delayed the first filing deadline until February 2026.¹¹ Second, the rule was challenged by trade groups and ultimately remanded on August 25, 2025 by the Fifth Circuit, which ordered the SEC to “consider and quantify the [Rule’s] cumulative economic impact.”¹² As a result, the SEC issued an order on December 3, 2025 that granted temporary exemptive relief from compliance with Rule 13(f)(2) until January 2, 2028.¹³ Under the terms of this order, family offices should note that the first filing deadline for Form SHO will be February 14, 2028.

Pending any changes during the SEC’s review, Rule 13(f)(2) will require institutional investment managers to file Form SHO within 14 days of the end of the relevant calendar month if they exercise investment discretion over short positions in equity securities of both reporting and nonreporting issuers that exceed certain thresholds during the month.

In relation to equity securities of a reporting issuer, the manager must file Form SHO to report each "gross short position" over which it and any person under its control collectively have investment discretion, if, at the end of a calendar month, either of the following conditions is met:

- The monthly average gross short position at the close of regular trading hours in the equity security is at least US\$100 million
- The monthly average gross short position as a percentage of shares outstanding in the equity security is at least 2.5%

In relation to short positions in equity securities of a nonreporting issuer, an institutional investment manager must disclose each gross short position with a value of US \$500,000 or more at the close of regular trading hours on any settlement date during the calendar month.

Finally, family offices that are required to make Form SHO filings should be aware that, while Form SHO is a nonpublic, confidential filing, within one month of the end of each calendar month, the SEC will publish the aggregated short positions and daily activity for each individual equity security reported on Form SHO.

Further considerations for family offices

The legal landscape for securities regulation contains numerous potential "traps" that can ensnare family offices in costly penalties. To avoid these, family offices and their legal advisors need to consider the applicability of the full range of securities laws as part of an effective and comprehensive compliance program.

Contact

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