



Eliza Fromberg

Partner

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OVERVIEW

Eliza Fromberg advises investment management clients, including investment advisers, broker-dealers, boutique investment banks, hedge funds, real estate funds and family offices on regulatory compliance, securities, transactional and general corporate matters. She counsels both emerging and established fund managers in forming and structuring pooled investment vehicles and complying with U.S. securities laws.

In addition to advising clients on formation, structuring, and governance issues, Eliza guides clients through the process of becoming registered with the SEC, FINRA and the CFTC, and navigating the complex regulations applicable to financial market participants. Her practice encompasses both day-to-day legal issues and pivotal events, such as mergers and acquisitions, restructurings, and regulatory investigations. She typically represents family-owned or closely held businesses.

Prior to joining Day Pitney, Eliza served as managing director and general counsel at a boutique investment bank that provided equity research, equity financing, M&A advisory, institutional sales and trading, and wealth and asset management services to institutional investors, corporate clients, venture capitalists, entrepreneurs and financial sponsors. When she first entered private practice, Eliza was an associate at a large international law firm, where she defended financial institutions, private funds and prominent individuals in regulatory enforcement matters and civil litigation.

EXPERIENCE

Represented a fund manager in connection with the formation of an offshore venture capital fund designed to invest in U.S. emerging growth biotech and pharmaceutical companies

Represented a NJ-based real estate developer in the formation of private funds designed to make preferred equity and mezzanine debt investments in multifamily and mixed-use real estate projects

Advised a broker dealer registered as an alternative trading system (ATS) with respect to U.S.

securities laws applicable to trading unregistered securities of private venture-backed companies, and forming aggregation vehicles to hold interests in private companies

Advised a fintech-focused boutique investment bank on negotiation of engagement letters for M&A advisory and private placements engagements, and day-to-day legal and compliance questions

Represented a Connecticut-based investment manager in the formation of an open-ended, hybrid private investment fund to invest in private investments in public equities (PIPEs) offered and sold by special purpose acquisition companies (SPACs), and initial public offerings of SPAC units

Represented a real estate investment firm with the formation of a real estate fund to make opportunistic preferred equity and mezzanine debt investments in multi-family assets

Advised a start-up investment firm in negotiating and documenting seed investment

Represented a SEC-registered investment adviser in drafting response to SEC deficiency letter and revising compliance policies and policies

Counseled a single family office with restructuring of family management entity and family investment fund, including advising on governance

Represented a high net worth individual in negotiating his separation from investment firm of which he was a founder, drafting consulting agreement, and setting up new entity to provide consulting services

SERVICES

GENERAL COUNSEL SERVICES

INVESTMENT MANAGEMENT AND PRIVATE FUNDS

MERGERS, ACQUISITIONS AND JOINT VENTURES

PRIVATE EQUITY AND VENTURE CAPITAL

PUBLIC COMPANIES, SECURITIES AND CAPITAL MARKETS

SECURITIES ENFORCEMENT DEFENSE

CORPORATE AND BUSINESS LAW

INSIGHTS

SEC'S AMENDED ADVERTISING RULES FOR INVESTMENT ADVISERS: COMPLIANCE DATE COUNTDOWN BEGINS

Co-author, May 5, 2021, *Day Pitney Alert*

GENERATIONS SUMMER 2021 - DAY PITNEY'S REAL ESTATE FUND INVESTMENT OPPORTUNITIES ROUNDTABLE

Co-author, June 23, 2021, *Day Pitney Generations Newsletter*

IRS ISSUES FINAL CARRIED INTEREST REGULATIONS

Co-author, January 22, 2021, *Boston Bar Association's Trust and Estates Blog*

NEW YORK AND CONNECTICUT ADOPT CHANGES TO MODERNIZE SECURITIES FILINGS

Co-author, December 4, 2020, *Day Pitney Alert*

SEC RISK ALERT SHINES SPOTLIGHT ON PRIVATE FUNDS

Co-author, September 25, 2020, *Day Pitney Advisory*

NEWS

FTX-GISELE PARTNERSHIP HIGHLIGHTS RISKS OF CELEBRITY ESG ROLES

Featured, December 5, 2022, *Bloomberg Law*

SEC'S KARDASHIAN CASE, MARKETING RULE AIM TO REVEAL PAID ADS

Featured, October 07, 2022, *Bloomberg Law*

DAY PITNEY REPRESENTS IRIDIAN IN MANAGEMENT BUYOUT

Mentioned, March 25, 2022, *Day Pitney Press Release*

DAY PITNEY SPONSORS THE ASSOCIATION OF LATIN AMERICAN LAW STUDENTS AT RUTGERS LAW SCHOOL'S 25TH ANNUAL FIESTA CON SABOR

Mentioned, March 10, 2022, *Day Pitney Press Release*

DAY PITNEY REPRESENTS UK-BASED NICKEL DIGITAL ASSET MANAGEMENT LTD IN FORMING NICKEL DIGITAL ASSET SERIES FUND LP, A MULTI-SERIES INVESTMENT FUND TO INVEST IN DIGITAL ASSETS

Mentioned, November 16, 2021, *Day Pitney Press Release*

EDUCATION AND CREDENTIALS

EDUCATION

New York University School of Law, J.D., 2001

Brown University, B.A., 1995

ADMISSIONS

State of New York

State of New Jersey