

Kevin C. McNiff

Senior Counsel

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Kevin McNiff works with private investment fund sponsors on all aspects of fund formation. A significant portion of his practice involves advising clients on capital raising, marketing, preparing fund offering documents, and drafting fund organizational documents. He also counsels sponsors on regulatory, compliance, and operational issues both during an active fundraise and in later stages of a fund's life cycle, including with respect to investment adviser registration and filings, sponsor-carried interest and management company arrangements, limited partner transfers, restructurings, and dissolution matters. Kevin's sponsor clients include established and emerging venture capital, private equity, growth equity, and direct lending fund sponsors.

Additionally, Kevin's experience includes counseling institutional investors — including governmental plans, family offices, endowments, banks and fund-of-funds — on their private capital investment activity. He also advises private investment fund sponsors, buyers, and sellers in secondary transactions. Kevin is a member of the firm's Health Care & Life Sciences and Innovative Technology Sectors.

Prior to joining Foley, Kevin worked as an associate in a New York-based corporate law firm, helping early-stage fund managers form venture capital funds and a major U.S. venture capital syndicate form numerous funds and special purpose investment vehicles.

Representative Experience

Fund Formation

- Represented a San Francisco-based sponsor in the structuring, operations, ESG applications, international domiciling, and use of zero federal tax drag structures across several funds that included:
 - Forming a \$2.1bn direct lending closed-ended Irish Collective Asset Management Vehicle with multiple parallel funds organized in the United States, the Cayman Islands, and Luxembourg.

- Forming a \$315m Ontario-based, multi-class direct lending fund-of-one for various country-specific subsidiaries of an international insurance company.
- Forming a \$180m Luxembourg-based evergreen, open-end direct debt impact/ESG fund.
- Represented a Seattle-based sponsor in simultaneously forming two oversubscribed evergreen, open-ended funds with a combined \$1.65bn of capital commitments, each targeting investments in publicly traded health care companies.
- Represented a New York-based venture capital sponsor in simultaneously forming two venture capital funds with a combined \$650m of capital commitments, one targeting Seed-stage investments and the other targeting Series A and later-stage investments in early-stage technology companies.
- Represented a Westport-based middle-market sponsor in forming a \$600m direct lending fund pursuing a mixed debt and equity investment strategy.
- Represented a New York-based venture capital sponsor in forming a \$350m fund pursuing a global healthcare investment strategy.
- Represented a Boston-based middle-market sponsor in forming a \$250m venture capital fund targeting early-stage investments in health care companies.
- Represented a Minneapolis-based middle-market sponsor in forming a \$225m buyout private equity fund.
- Represented a Little Rock-based sponsor in forming a \$200m growth private equity fund targeting investments in the Heartland.
- Represented a Minneapolis-based sponsor in forming a \$200m private equity fund targeting late-stage crossover investments in health care companies.

Private Capital Investments

- Represented an Arizona public pension plan in over 75 private capital transactions totaling over \$10bn in committed capital across numerous private investment funds.
- Represented a New York public pension plan in over 15 private capital transactions totaling over \$3bn in committed capital across numerous private investment funds.
- Represented a California public pension plan in over 30 private capital transactions totaling over \$2bn in committed capital across numerous private investment funds.

Fund Transactions

- Represented a New York-based venture capital sponsor in a secondary strip sale of a legacy venture capital fund portfolio with a transaction value of \$99m.
- Represented a Connecticut-based asset manager in a significant minority sponsor investment by an institutional third-party investor with a transaction value of over \$45m.

Awards and Recognition

- Selected for inclusion in the 2026 Best Lawyers® in America: Ones to Watch in the area of Corporate Law.

Affiliations

- Member, Boston Bar Association
- Member, Institutional Limited Partners Association (ILPA). In 2020 Kevin served on an ILPA Task Force to prepare a model Limited Partnership Agreement and related documents.

Presentations and Publications

- “Liquidity, Alignment, and Advantage: What GPs Need to Know About Co-Investing and Continuation Vehicles,” *STP Investment Services Webinar*, October 2025
- “Emerging Private Fund Manager Guide for Raising Institutional Investor Capital,” *Private Funds Management*, November 2017
- “Private Funds and Managers – Navigating Broker-Dealer Requirements,” *ILPA EM Showcase*, November 2017
- “Presentation and Portability of Investment Adviser Performance,” *ILPA EM Showcase*, November 2017
- “Key Considerations in Negotiating Private Fund Terms,” *Banking & Financial Services Policy Report*, October 2017
- “Registration and Compliance for ‘Exempt Reporting Advisers,’” *ABA Business Law Today*, October 201

Sectors

- [Health Care & Life Sciences](#)
- [Innovative Technology](#)

Practice Areas

- [Corporate](#)
- [Transactions](#)

Education

- The George Washington University Law School (J.D., 2015)
 - Notes Editor, *Public Contract Law Journal*
- Cornell University (B.A., 2010)

Admissions

- Massachusetts
- New York