
Item 1 – Cover Page

Shapiro Capital Management LLC

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February 29, 2012

This Brochure provides information about the qualifications and business practices of **SCM LLC** [“**SCM**” or “**The Advisor**”]. If you have any questions about the contents of this Brochure, please contact Angela Karwoski, Director of Operations at 404-842-9600 or angela@shapirocapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

The Advisor is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provides you with information about which you determine to hire or retain an Adviser.

Additional information about The Advisor is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure updated February 29, 2012 contains no material changes.

In the future, this item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past, we have offered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of The Advisor's fiscal year which is December 31. We may also provide other ongoing disclosure information about material changes as necessary.

Additionally, we will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Angela Karwoski, Director of Operations at 404-842-9600 or angela@shapirocapital.com.

Additional information about SCM is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with SCM.

Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes	ii
Item 3 -Table of Contents	iii
Item 4 – The Advisory Business	1
Item 5 – Fees and Compensation	1
Item 6 – Performance-Based Fees and Side-By-Side Management	2
Item 7 – Types of Clients.....	3
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	3
Item 9 – Disciplinary Information	4
Item 10 – Other Financial Industry Activities and Affiliations	4
Item 11 – Code of Ethics	4
Item 12 – Brokerage Practices	5
Item 13 – Review of Accounts.....	8
Item 14 – Client Referrals and Other Compensation	8
Item 15 – Custody.....	8
Item 16 – Investment Discretion	8
Item 17 – Voting Client Securities.....	9
Item 18 – Financial Information	9
Brochure Supplement(s)	

Item 4 – The Advisory Business

Shapiro Capital Management Company, Inc. (“SCM” or “The Advisor”) registered with the SEC as an investment advisor in 1989. Sam Shapiro and Mike McCarthy founded the investment advisory business in 1990, following Sam's retirement as Managing Director at Bear Stearns in early 1989. Louis Shapiro joined the firm in 1992. SCM Company, Inc. undertook an internal restructuring effective Feb. 3, 2006 creating a Limited Liability Company -SCM LLC - that is wholly owned by SCM Company, Inc. The equity of the firm remains 100% owned by the principals. Sam Shapiro owns 80% and Louis Shapiro and Mike McCarthy each own 10%.

SCM provides investment management services to individuals, investment companies, foundations, endowments, pension and profit sharing plans, trusts, corporations and estates. The Advisor's investment management services consist of the Advisor's discretionary management of clients' securities accounts; other investment advisory services consist of advising clients, on a nondiscretionary basis regarding the purchase and sale of securities. As of 12/31/2011 the firm managed \$2,789,577,623 in discretionary assets and \$6,211,307 in non-discretionary assets.

Item 5 – Fees and Compensation

Clients pay the Advisor between 50 and 95 basis points of client assets per annum for equity and balanced accounts and between 20 and 60 basis points of per annum on fixed income accounts. These fees can be negotiable depending on the size of the account.

Some of the Advisor's clients have wrap-fee arrangements with their brokerage firms whereby they pay the broker a single fee for the execution of trades and the management of their account, which is conducted by the Advisor. The Advisor is paid for its investment management services by the brokerage firm that sponsors the wrap-fee arrangement.

The Advisor generally bills clients on a quarterly basis for management of assets in the preceding three months. The amount is based upon the portfolio value of the account at the end of the quarter. In the event that the account is not managed for the entire quarter, a prorated bill would be sent reflecting the days the account was actually under management. The aforementioned terms are used unless different billing procedures are mutually agreed upon in the investment advisory agreement.

Per a client's request, certain billing may take place in advance. Billing arrangements may fluctuate based on specific client types (i.e wrap-fee programs). For clients who are billed in advance, a prorated refund will be calculated in the case of termination.

Clients may also elect to be billed directly for fees or to authorize the Advisor to directly debit fees from client accounts.

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

The Advisor's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to The Advisor's fee, and The Advisor shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that The Advisor considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Item 6 – Performance-Based Fees and Side-By-Side Management

In some cases, SCM has entered into performance fee arrangements with qualified clients. Such fees are subject to individualized negotiation with each such client. SCM will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, The Advisor shall include realized and unrealized capital gains and losses. No additional risk will be taken by SCM when managing such accounts. Such fee arrangements may appear to create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. The Advisor has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 – Types of Clients

The Company provides investment advice for high net-worth individuals, investment companies on a sub-advised basis, foundations, endowments, pension and profit sharing plans, trusts, corporations, and estates. SCM will never serve as trustee, but may manage trust accounts.

The Company generally maintains a \$500,000 minimum for opening an account but may increase or lower that requirement at any time at the discretion of the Company depending upon particular circumstances. The client or the Company may terminate the investment management relationship upon 30 days written notice. Upon termination, the fees due to the firm shall be prorated.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. SCM employs a research intensive, value approach that often requires a contrarian philosophy. Value is determined with respect to the economic return available at the operational level of the company. To qualify as an investment candidate, a company must compete in a business that is easily understood and demonstrates good economic characteristics. Common attributes of companies, which qualify as investment candidates, include:

- Produce a high return on invested assets
- Generate free cash flow
- Possess true franchise characteristics
- Significant barriers to competitive entry
- Provide products with minimal chance of obsolescence
- Management's financial interest is aligned with shareholders
- Management that is accessible

Many of the firm's investments are in corporate restructuring, spinoffs or other complicated situations where the firm believes its independent analysis can add significant value.

By assuming a proactive research-based approach, SCM accepts responsibility for all of our investments rather than being held at risk for the omissions of others. This investment philosophy was the foundation for SCM and has been in place since the formation of the firm.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SCM or the integrity of SCM's management. SCM has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Shapiro Capital Management LLC ("SCM") has entered into a revenue sharing arrangement with Asset Management Finance Corporation ("AMF"). The arrangement allows SCM to maintain total independence and operating authority. No control changes or management changes have occurred. SCM does not manage assets or trade securities through AMF. No apparent conflicts exist as a result of this arrangement.

Item 11 – Code of Ethics

The Company and its principals believe strongly in holding the same securities that the Company purchases for or recommends to clients. Thus, SCM, its principals, and/or employees frequently have positions in the securities that the Company has purchased for or recommended to clients. In each such case, the Company will give priority to the execution of the order for the client's account over the execution of the order for the company's, principal's, or employee's account.

The Code of Ethics for SCM is based on the principle that employees and officers owe a fiduciary duty to its clients. This duty includes the obligation to conduct their personal securities transactions in a manner that does not interfere with the transactions of any client or otherwise to take unfair advantage of their relationship with clients.

SCM has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at SCM must acknowledge the terms of the Code of Ethics annually, or as amended.

In addition, the Code requires pre-clearance of transactions. Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an

employee. Under the Code of Ethics employee trading is continually monitored to reasonably prevent conflicts of interest between SCM and its clients.

It is SCM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. SCM will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any SCM client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both The advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

SCM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Angela Karwoski, Director of Operations at 404-842-9600 or angela@shapirocapital.com.

Item 12 – Brokerage Practices

Investment or Brokerage Discretion SCM generally has investment discretion over the assets of each of its clients. It may therefore, without first obtaining client consent, determine securities to be bought or sold, the amount of the securities to be bought or sold, the broker-dealers to be used, the commission rate to be paid, and the markets on which the transactions will be executed. Clients that grant SCM discretionary authority have the right to modify established objectives and impose reasonable investment restrictions on their accounts by giving written notice to SCM. There are no limitations on the Company's authority as to the types or amounts of securities to be bought or sold for a client's discretionary account, except that without prior specific permission from the client the Company will not purchase securities on margin. When placing trades for clients, SCM allocates brokerage transactions to such broker-dealers for execution on such markets at such prices and commission rates as is in the best interests of the clients. In order for SCM to exercise investment discretion over a particular client's account, that client must execute a power of attorney and investment management agreement, each of which gives SCM the express authority to make discretionary trades on behalf of the client.

Brokerage Allocation The selection of broker-dealers for transactions in equity securities is generally made by SCM in accordance with an approved broker list as determined by SCM. Such approval is based upon a variety of factors, including but not limited to the following: available

prices and rates of brokerage commissions, the size and type of transaction, the broker's ability to maintain anonymity when executing trades, the nature and character of the markets for the security to be purchased or sold, the execution efficiency of the broker-dealer, the brokerage execution services rendered on a continuing basis and other services provided by the broker-dealer. SCM negotiates with each of these broker-dealers in an attempt to obtain the lowest available commission on behalf of the client, without sacrificing the quality of the execution services.

Soft Dollars SCM may execute portfolio transactions with broker-dealers that provide research and execution services for the clients of SCM Subject to Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), SCM may pay a broker-dealer commissions for agency transactions that are in excess of the amount of commissions charged by other broker-dealers in recognition of their research and execution services. In order to cause a client to pay such higher commissions, SCM must determine in good faith that such commissions are reasonable in relation to the value of the brokerage and research services provided by such executing broker-dealers, viewed in terms of a part of the transaction or SCM overall responsibilities to that client or other clients. The types of research the manager acquired were products such as electronic databases and on-line quote systems. The manager may use research to benefit clients other than those whose trades generated the brokerage. Without soft dollar arrangements, SCM would have to obtain the aforementioned services and products for cash. As a result of receiving such products and services for no cost, The Advisor has an incentive to continue to place client trades through broker-dealers that offer soft dollar arrangements. This interest may conflict with the clients' interest of obtaining the lowest commission rate available. The Advisor may receive mixed-use research products and services in soft dollar arrangements. Mixed-use refers to products and services that have the capacity to be used by the manager both for its investment-decision process and its business operations. When the manager allocates the portions of the mixed-use research, it will use client brokerage only to pay the portion of the research that is actually used by it in its investment-decision process. The manager will document this allocation and periodically review and make adjustments to the allocation. Upon a client's request, The Advisor will make available a description of what the manager obtained through soft dollar arrangements, the names of the broker-dealers providing those products and services, the amount of commissions generated for the requesting client's account, and other information regarding the use of clients' brokerage. Prior to entering into any soft dollar arrangement on behalf of clients, The Advisor: (1) verifies that the research under consideration meets the SEC's definition of "research," (2) finds that the research will benefit its clients, and (3) documents the basis for the determinations made in (1) and (2).

Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Client-Directed Brokerage Clients of The Advisor have the ability to direct their account trades to a specific broker-dealer in exchange for which the client receives some benefit in addition to execution services. Client directed brokerage arrangements may include rebates and programs through which the broker-dealer provides the client with cash, services or pays certain obligations of the client. For example, some institutional clients may direct their brokerage to broker-dealers that offer cash rebates on commissions paid (i.e. commission recapture). In addition, retail client relationships may result in a directed brokerage arrangement. However, this may be the result of a prior relationship a broker may have had with Shapiro while with a prior firm. This may or may not result in a wrapped fee. While the manager continues to seek best execution for clients that direct brokerage, such arrangements may affect the manager's ability to achieve best execution and obtain research for the client. Shapiro Capital will enter into a directed brokerage arrangement with an institutional client, provided the client in writing : (a) lists the eligible broker-dealers; (b) specifies the dollar amount of transactions to be directed; and (c) agrees to procedures for monitoring the arrangement. In the case of the retail directed account, the request can either be made in writing or verbally by the client when the account is opened. However, should the broker initiate the engagement no, directed letter may be obtained. In the event that a retail client directs their account to be traded and custodied at a specific broker dealer a letter will be obtained to indicate that broker direction.

Aggregation of Trades Investment decisions for each client are made independently for each client. Nevertheless, it sometimes happens that the same security may be appropriate for more than one client, so that the same security may be purchased or sold simultaneously for more than one client's account. When two or more clients are simultaneously engaged in the purchase or sale of the same security, the prices and amounts are allocated in accordance with procedures believed to be appropriate for each client. In most cases, the transaction will be averaged as to price with transaction costs shared pro-rata based on each client's participation in the transaction. Available investments are allocated as to amount as nearly as practicable in proportion to the amounts desired to be purchased or sold for each such client. If an aggregated transaction is not filled completely, The Advisor will allocate the partially filled transaction on an equitable basis, either by a pro-rata allocation or a random assignment of the allocation. The Advisor will aggregate transactions only if it believes that aggregation is in the best interests of the applicable clients, is consistent with its duty to seek best execution for its clients, and is consistent with the terms of its investment advisory agreement with each client for whom transactions are being aggregated. In most cases the ability of the clients to participate in volume transactions will produce better execution prices for the funds.

Item 13 – Review of Accounts

In connection with opening an account, clients will complete an Investment Objective Questionnaire containing questions regarding the client's financial situation, individual needs and investment objectives. The objectives will become the basis for quarterly as well as annual reviews, to be done by one of the Principals of the company. Reviews will also be done as frequently as desired by the clients. Analysis of accounts will include account performance compared to indices of market performance, absolute and relative performance, absolute and relative performance asset mix with regard to the client's objectives, as well as risk constraints determined by the Company and the client.

The reviewers are the principals of the firm and the accounts are equally distributed.

Samuel R. Shapiro - Chairman and CIO
Louis Shapiro - President and CCO
Michael McCarthy - Director of Research

Item 14 – Client Referrals and Other Compensation

SCM does not currently actively engage anyone to refer clients to SCM. SCM may pursuant to a written agreement, compensate persons and entities for soliciting or referring clients to The Advisor for historical arrangements in the past. All such arrangements comply with Rule 206(4)-3 under the Investment Advisers Act of 1940 and will involve only properly licensed persons.

Item 15 – Custody

Clients should receive at least quarterly, statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. SCM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. The Advisor's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

The Advisor usually receives discretionary authority from the client at the outset of an the advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, The Advisor observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment

companies, The Advisor's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to The Advisor in writing.

Item 17 – Voting Client Securities

SCM, as a fiduciary to each client and investment partnership, has the duty to determine who is responsible for voting proxies. Where the firm has discretionary authority to vote proxies, it does so solely in the economic interest of the client or investment partnership. Individual portfolio managers and research analysts review and evaluate each and vote according to the guidelines established by the investment team. The Advisor maintains files containing how client proxies were voted and provides clients with reports regarding such voting upon request. Copies of such reports or a copy of the full text of our Proxy Voting Procedures can be obtained by contacting Angela Karwoski at 404-842-9600 or angela@shapirocapital.com.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about SCM's financial condition. The Advisor has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.