

***PART 2A OF FORM ADV: FIRM BROCHURE***

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Date of the Brochure: March 28, 2012

**This brochure provides information about the qualifications and business practices of Pier Capital, LLC (hereinafter “Pier” or “firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (203) 425-1425 or at [jan.parsons@piercap.com](mailto:jan.parsons@piercap.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.**

**Additional information about Pier is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Pier is 131212.**

There are no material changes to this document since we last updated it on March 25, 2011.

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**ABOUT OUR ADVISORY FIRM**

Pier Capital, LLC is a fee-based, SEC-registered investment adviser with a principal place of business located in Stamford, Connecticut and a research office located in Hoboken, New Jersey. Our firm is organized as a limited liability company registered in the State of Delaware. We have been in business since 1987, when we were originally established as ABB Investment Management. In 1998, we were acquired by and became SEB Asset Management America, Inc. Finally, in 2004, we became Pier Capital, LLC as a result of the senior management buyout of all equity securities clients. We manage client funds held in separately-managed-accounts or invested in our private fund, or both.

**PRINCIPAL OWNERS**

We are 100% management owned by the three partners. Our principal owner is Mr. Jan Parsons, who has been the Chief Investment Officer of our firm since inception.

**ADVISORY SERVICES WE OFFER**

Our firm offers portfolio management services to institutions and high-net-worth individuals. We specialize in the following domestic equity products: Small Cap Growth, Small/Mid (SMID) Cap Growth and Large Cap Growth. The Large Cap product is presently comprised only of proprietary accounts of the firm's principals and employees. Our investment advice is limited to these types of investments.

We are also a sub-adviser to one publicly traded Mutual Fund in the U.S. and another in Sweden. In addition we are a portfolio manager to Pier Capital Commingled Small Cap Growth Fund Investment Trust ("Commingled Fund"), a private fund/pooled investment vehicle.

We may also have other sub-advisory agreements with certain financial institutions to provide investment management services for their clients. These portfolios will be managed in the same way as all other accounts. We do not have special fee arrangements related to these sub-advisory agreements.

Our investment philosophy is based on the belief that the strength of the value proposition determines the life cycle of the product and, therefore, the earnings growth potential of the company. If identified early in their growth phase, these companies have the opportunity to substantially outperform expectations. We strive to identify those companies in attractive end-markets and invest in those with in-line price to earnings ratios and above average growth rates.

**TAILORING ADVISORY SERVICES TO THE INDIVIDUAL NEEDS OF THE CLIENTS**

Through personal discussions and/or the completion of investment questionnaires, we and the client will agree on the product(s) in which the client will participate. We will manage each client's account based on the client's suitability. We will determine the client's suitability by taking into consideration the client's financial situation,

investment experience, and investment objectives and/or any reasonable investment restrictions the client may impose.

At least annually, we will contact or meet with the client to review the portfolio, to determine whether there have been any changes in the client's financial situation or investment objectives and to ascertain whether the client wishes to impose additional investment restrictions or modify existing restrictions. On a quarterly basis, we will also contact the client in writing and ask if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions. We are always available to discuss with clients their accounts and individual circumstances.

#### **PARTICIPATION IN WRAP FEE PROGRAMS**

Currently, we provide investment management services as a portfolio manager in the following wrap fee programs:

- Vision Program sponsored by Morgan Stanley
- Strategic Portfolio Advisor (SPA) Program sponsored by Merrill Lynch
- UBS Managed Account Consulting (MAC) sponsored by UBS Financial Services Inc
- Investment Management Services Program sponsored by Morgan Stanley Smith Barney

In such programs, our investment services are made available to individuals and other clients subject to account minimums specified in the program's brochure. The program sponsor or an independent financial advisor will work with the client to complete an investment questionnaire and recommend our investment products (as described above). When the client selects us as their portfolio manager through the wrap program, we will ask the client to complete additional documents with us, similar to what is required of our non-wrap fee clients. We will manage approved client portfolios according to the strategy selected by the client and subject to reasonable client restrictions. We are always available to discuss with clients their accounts and individual circumstances.

All securities transactions in wrap program accounts are executed through the sponsoring party, subject to best execution considerations. If we determine that best execution requires trading with brokers other than the sponsoring party, clients may incur additional trading costs. These costs are a factor in Pier's best execution analysis. However, we do not anticipate that we will frequently execute transactions away from the sponsoring broker, because overall best execution considerations are unlikely to outweigh the trading costs that a client may incur.

We execute securities transactions for wrap fee clients after we have completed all non-wrap/directed brokerage orders. Similarly, when we modify our investment products, trading in applicable wrap accounts will be initiated after we complete such trading for non-wrap/directed accounts. Since we manage wrap fee accounts with multiple sponsors, we use a daily rotating schedule to determine the order in which we will execute transaction with the various wrap fee program brokers.

Typically, wrap fee accounts do not receive new issue allocations, since the trading for these accounts can occur only through the specified wrap program sponsor. This means that we will typically allocate new issue purchases to accounts which do not impose any brokerage restrictions.

Because we are instructed by the wrap fee clients to execute securities trades for their portfolios with the program sponsor broker, we cannot aggregate their trade orders with the orders for our non-wrap/directed clients. Therefore, wrap fee accounts do not benefit from the advantages of trade aggregation with our other accounts.

As a result of the delay in trade execution and limitations to trade aggregation, the portfolios of wrap fee clients may not generate returns equal to clients who do not impose similar restrictions.

Wrap accounts are also not used to generate any soft dollar benefit, yet they may benefit from the research generated by Pier's other accounts.

In some situations, clients who have directed us to use a specific broker have negotiated a "fee in lieu of commission" arrangement with the broker, whereby the client pays an asset-based fee which covers all transaction-related costs in the account. It is the clients' responsibility and not ours, to ascertain on an initial and ongoing basis whether or not this arrangement is economically advantageous to the client.

We do not have special fee arrangements for wrap-fee clients. We invoice the client or the program sponsor (if directed to do so by the client) for our management fee. Typically, we are compensated by a portion of the total wrap fee charged by the program sponsor (usually 50%). The wrap fee collected by a sponsor includes Pier's advisory fee, the sponsors' fee (which may be shared with an independent referring party), the client's portfolio transactions without commission charge (subject to any restrictions) and custodial services for the client's assets. Certain additional costs may be charged by the wrap-fee sponsor. For a complete description of the fee arrangement including billing practices and account termination provisions, clients should review the respective sponsors' wrap-fee brochure.

In evaluating a wrap fee arrangement, clients should recognize that brokerage commissions for the execution of transactions in the client's account are not negotiated by us. Transactions may be effected 'net,' i.e., without commission, and a portion of the wrap fee is generally considered as being in lieu of commissions. Trades are generally expected to be executed only with the broker dealer with which the client has entered into the wrap fee/directed trading arrangement subject to best execution. The client should also consider that, depending upon the level of the wrap fee charged by the broker dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services, if they were to be provided separately.

#### **ASSETS UNDER MANAGEMENT:**

Discretionary assets under our management as of February 29, 2012 amounted to \$749,522,969.

As of December 31, 2011 we did not have any non-discretionary assets under our management.

**FEE SCHEDULE**

Pier Capital, LLC charges a management fee for portfolio management services. We offer two types of fee structures: 1) asset-based, tiered fee structure and 2) performance-based fee structure (to eligible clients only).

The below fee schedules are designed primarily for Pier's clients invested in the Small Cap Growth Strategy. The fee schedule for SMID Growth and Large Cap Growth strategies may vary from the fee schedule listed in this document.

**Option 1: Asset-based tiered fee structure**

<u>Account size</u>	<u>Annual Fee (%)</u>
First \$20 million	1.00%
Next \$20 million	0.80%
Next \$40 million	0.75%
Above \$80 million	0.65%

**Option 2: Performance-based fee structure**

<u>Account size</u>	<u>Annual Fee (%)</u>
First \$10 million	0.50%
Above \$10 million	0.40%

**PLUS**

20% of the excess return generated by the portfolio (before management fees) each calendar year over and above the benchmark agreed to with the client (typically the Russell 2000 Growth Index) with dividends reinvested.

Additional information about performance-based fees is provided in item 5 of this brochure.

Certain legacy clients may have fee arrangements which are governed by fee schedules different from those listed below.

Depending on specific circumstances, our management fees may be negotiable.

**PAYMENT OF THE MANAGEMENT FEES**

The specific manner in which fees are charged by Pier is established in a client's written agreement with Pier. We invoice our clients for our management fees on a quarterly basis in arrears. Our management fees are typically calculated based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus a debit balance) of the client's account at the end of the previous quarter.

Clients are able to instruct us where and to whom the management fee invoice should be issued: the client, the consultant, the custodian, or another party.

With the exception of investors in the Pier Capital Commingled Small Cap Growth Product, we do not, nor do we have the authority to, deduct management fees out of our client's accounts. Investors in Pier Capital Commingled Small Cap Growth Fund Investment Trust, have the ability to choose if they want us to invoice them or to debit their participant account for the management fee, in which case we will still provide the investor with a copy of the quarterly management fee invoice.

Pier's partners and those employees who are deemed eligible may obtain interests in the Pier Capital Commingled Small Cap Growth Fund Investment Trust. Management fees may be waived for these investors.

*Management fee proration for asset additions/withdrawals during the billing period:*

Unless otherwise contractually agreed upon with the client, we will prorate the management fees based on the portfolio's value and the number of days in the billing period before and after any single:

- (a) Client Deposit amounting to 10% or more of the portfolio's value as of the beginning of the billing period and/or
- (b) Client withdrawal occurring on or after the 15th day in the second month of the calendar quarter and amounting to 10% or more of the portfolio's value as of the beginning of the billing period.

*Account terminations:*

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice, or any other period mutually agreed upon between the parties and as specified in an advisory agreement.

Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Terminating clients who elected to pay us performance-based management fee will be charged this incentive fee based on the performance of the account for the measuring period going back from the termination date and pro-rated from the date on which the incentive fee was last assessed.

## **OTHER FEES AND EXPENSES**

In addition to our management fee, clients will typically incur other fees related to their portfolios. These fees may include, but are not limited to:

*Bank custody and transaction fees:*

Clients are responsible for the fees and expenses charged by their custodians for custody and safekeeping of their assets and for per transaction costs. These fees are negotiated, independently of Pier, directly between the custodian bank and the client. Depending upon the fee arrangement between the client and the custodian bank, some or all of these fees may be invoiced, debited by the custodian bank out of the account managed by Pier or from another client's account of the client.

*Brokerage expenses:*

Clients are responsible for the fees and expenses charged by broker dealers. These may include transaction charges (commissions) which Pier may arrange for the execution of transaction. Brokerage expenses are typically



included in the net settlement account of each security transaction and, therefore, are paid directly out of the client account under our management. Item 12 of this brochure discusses our process of selecting brokers for client transactions.

*Mutual Fund fees:*

While we do not anticipate that mutual funds will be included in client's portfolios, money market mutual funds may be used to 'sweep' unused cash balances until they can be appropriately invested. These instruments are typically selected by the clients with their custodian banks. The client's custodian will invest any cash balance in a client's account pursuant to an automatic cash investment program. Clients should recognize that all fees paid to Pier for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each Fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee.

*Account Fees*

Investors in Pier Capital Commingled Small Cap Growth Fund Investment Trust are responsible for payment of service and account fees (ranging from 0.065% to 0.25%). Investors are requested to refer to the Fund's documents for complete information. The terms of "Account Fees" are agreed to with investors at the inception. We will invoice the investors for these fees (in addition to our management fee).

**PAYING MANAGEMENT FEES IN ADVANCE**

We do not accept management fees paid in advance and we do not bill clients for management fees in advance.

**COMPENSATION FOR SALE OF SECURITIES OR OTHER PRODUCTS**

Other than our management fees, we do not receive any fees from any mutual funds, investment managers, custodians or broker dealers. Pier does, however, engage in certain soft dollar relationships with broker dealers as described below in Item 12.

**ABOUT PERFORMANCE-BASED FEES**

As we disclosed in Item 5 of this Brochure, our firm accepts performance-based fees from certain clients and investors in Pier Capital Commingled Small Cap Growth Fund Investment Trust. Typical performance-based fees are calculated based on a share of the incremental total return of the portfolio relative to the total return generated by the account's benchmark index.

To qualify for a performance-based fee arrangement, a client must either demonstrate a net worth of at least \$2,000,000 or must have at least \$1,000,000 under management immediately after entering into a management agreement with us.

Performance-based allocations are calculated and made annually (or at the time of certain withdrawals or redemptions). If the incremental return in any calendar year were to be negative (i.e. the total return on the client's account does not reach the return of the agreed upon benchmark index), no incentive fee shall be payable to Pier for any subsequent year until such time as the accumulated incremental return (measured in US dollars) since the account inception date or since the date at which an incentive fee was last earned (whichever is later) is positive.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

**PERFORMANCE-BASED FEES AND OUR POOLED INVESTMENT VEHICLE**

The performance-based fee may create an incentive for us to utilize investments for our pooled investment vehicle, Pier Capital Commingled Small Cap Growth Fund Investment Trust, which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Certain employees of Pier serve as portfolio managers of this Fund. In addition, certain portfolio managers and other employees of Pier are themselves limited partners of the Commingled Fund. In these dual roles, there could arise a situation where the portfolio manager would choose to invest in certain securities on behalf of the Fund and not on behalf of Pier's other accounts, in efforts to increase his/her compensation structure or value his/her investment in the Fund.

The portfolio managers of the Fund also serve as portfolio managers to registered investment companies (as disclosed under Item 4) that trade in the same markets as the Pier Capital Commingled Small Cap Growth Fund Investment Trust. The Commingled Fund, however, may use investment techniques such as leverage and short sales that are not utilized on behalf of the registered investment companies.

Management fees and performance-based allocations may be reduced, waived or calculated differently with respect to certain investors in the Commingled Fund.

## CONFLICT OF INTEREST DUE TO PERFORMANCE-BASED FEES

Clients should be aware that performance-based fee arrangement may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Furthermore, since we also have clients who do not pay performance-based fees, we have an incentive to favor performance-based fee accounts because compensation we receive from these clients is more directly tied to the performance of their accounts.

As a registered investment we have a fiduciary responsibility to put the interest of our clients ahead of our own. Therefore, we take the following steps to mitigate and address these conflicts:

1. We disclose to clients the existence of all material conflicts of interest, including the potential for our firm and its employees to earn more compensation from advisory clients who pay performance-based fees;
2. We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
3. Our management and compliance conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
4. We have implemented policies and procedures for fair and consistent allocation of investment opportunities among all client accounts;
5. We periodically compare holdings and performance of all accounts with similar strategies to identify significant performance disparities indicative of possible favorable treatment;
6. We periodically review trading frequency and portfolio turnover rates to identify possible patterns of "window dressing," "portfolio churning," or any intent to manipulate trading to boost performance near the reporting period; and
7. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients and equitable treatment of all clients, regardless of the fee arrangement.

The client must understand the performance-based fee method of compensation and its risks prior to entering into a management contract with us.

**TYPES OF CLIENTS**

We provide investment advisory services for a variety of clients including endowments, foundations, corporate and public pensions, high-net-worth individuals, trusts, mutual funds, non-profit organizations, financial institutions, private investment funds and other institutional clients.

**MINIMUM ACCOUNT SIZE**

We require a minimum account size of \$3,000,000 for separately managed accounts.

Minimum account size for investment in Pier Capital Commingled Small Cap Growth Fund Investment Trust is \$500,000 and subsequent contributions require a minimum of \$300,000. Prospective investors in the Commingled Fund should refer to the Offering Memorandum and other Fund documents for complete information.

On occasion, we make exceptions to minimum account sizes or subsequent investments because of existing client relationships or for other reasons.

We reserve the right to refuse to accept proposed management responsibilities or to resign from the management of any account.

Clients in the wrap fee programs for which Pier acts as Portfolio Manager are subject to that programs' minimum account requirements. Potential investors in such wrap programs are requested to refer to the applicable program brochure for complete information.

As disclosed under Item 4, Pier is a sub-advisor to Dunham Small Cap Growth Funds (Class A, C, and N) mutual fund. The mutual fund has minimum initial and subsequent investment requirements. Investors are requested to refer to the applicable fund prospectus and Statement of Additional Information for complete information on these registered investment companies.

**METHODS OF ANALYSIS AND INVESTMENT STRATEGIES**

As mentioned in Item 4, we offer the following investment strategies: Small Cap Growth, Small/Mid (SMID) Cap Growth and Large Cap Growth. In doing so, we may invest, within the limitations of client's investment guidelines, in a wide range of securities and other financial instruments, including, but not limited to:

- Exchange-listed equity securities
- Equity securities traded over-the-counter
- Foreign issuers equity securities
- Mutual Fund Shares
- Exchange Traded Funds

As financial markets and products evolve, we may invest in other instruments or securities, whether currently existing or developed in the future.

We apply a fundamental method of analysis to all strategies. As part of our fundamental analysis process, we attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions and the financial condition and management of the company itself) to determine if the company is underpriced (indication it may be a good time to buy) or overpriced (indicating it may be time to sell).

In conducting our security analysis we utilize a broad spectrum of information including: financial publications, third-party research materials, annual reports, prospectuses, regulatory filings, company press releases, corporate rating services, inspections of corporate activities and meetings with management of various companies.

**Clients and investors should understand that investing in securities involves risk of loss which clients should be prepared to bear.**

**RISKS ASSOCIATED WITH METHODS OF ANALYSIS AND INVESTMENT STRATEGIES**

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Our firm employs the following investment strategies to implement investment advice given to clients:

Long-term purchases: We mostly purchase securities with the idea of holding them in the clients' account for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases:** At times, we may also purchase securities with the idea of selling them within a relatively short time period (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

**Trading:** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

A risk in a short-term purchase is the potential for sudden losses if the anticipated price swing does not materialize. Moreover, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

#### **SPECIFIC SECURITY TYPE RECOMMENDATIONS**

Our investment strategy involves investing in equity securities. There are numerous risks associated with investing in the stock markets. This is because the returns on stock are not guaranteed; not by the government, not by the company issuing the stock, not by broker and not by us.

In general, the risks associated with investing in stocks are greater than the risks associated with investing in bonds or money markets. At the same time, however, it is generally accepted that the risks associated with investing in stocks are less than the risks associated with investing in options or futures.

The most recognizable risk in investing in equity securities is the continual adjustment of a stock's price to new information entering the market - there is a strong relationship between new information and the price movements observed for a particular stock.

We use diversification to mitigate the risk associated with investments in equity securities. Our client portfolios are well diversified on a per security and per industry basis.

We have not had any disciplinary events.

**OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS***Mutual Fund*

We provide sub-advisory management services to a registered investment company - Dunham Small Cap Growth Fund. This mutual fund is publicly traded in three asset classes Class A, C and N (ticker symbols DADGX, DCDGX and DNDGX). Dunham Small Cap Growth Funds seeks to maximize capital application. The Funds seeks to achieve its investment objective by investing primarily in domestic growth-oriented, small-capitalization or "small-cap" common stocks of companies traded on U.S. stock exchanges or in the over-the-counter market using its proprietary stock selection process. Under normal market conditions, the Fund invests at least 80% of its assets (defined as net assets plus borrowing for investment purposes) in small cap companies. The Fund defines small capitalization companies as those with a market capitalization, at the time of purchase, equal to or less than the largest stock in the S&P Small Cap 600 Index. The Fund's investment objective is a non-fundamental policy and may be changed upon 60 days' written notice to shareholders.

Prospective investors in the registered investment companies managed by Pier are requested to refer to the applicable fund prospectus and Statements of Additional Information for complete information on such mutual funds

*Pooled Investment Vehicle*

We also act as the investment manager and a general partner to the Pier Capital Commingled Small Cap Growth Fund Investment Trust (the Commingled Fund), a private investment company. In such a capacity we are provided with the general authority in the various Fund documents to operate the business of the Fund. The Commingled Fund is not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. Pier manages the Commingled Fund on a discretionary basis in accordance with the terms and conditions of the Commingled Fund's offering and organizational documents.

Prospective investors in the Pier Capital Commingled Small Cap Growth Fund Investment Trust are requested to refer to the Fund's Offering Memorandum and other Fund documents for complete information.

On a very limited basis, investment advisory clients of Pier may be solicited to invest in the Commingled Fund. However, Pier does not have the authority to invest any such advisory clients in either the registered or unregistered investment companies it manages.

We recognize that potential conflicts of interest may arise from these financial industry affiliations and we take the following steps to address these conflicts:

- We disclose to clients the existence of all material conflicts of interest;
- We do not pay or collect referral fees from any related persons or entities;
- We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- We have implemented policies and procedures for fair and consistent allocation of investment opportunities among all client accounts;
- Our management and compliance conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;



- We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

#### **AFFILIATIONS WITH OTHER INVESTMENT ADVISERS**

We do not recommend or select other investment advisers for our clients.

We do have an existing relationship with Hillswick Asset Management, LLC a non-affiliated investment advisory firm. This relationship exists in reflection of our shared corporate history and benefits both firms through “economies of scale” in the administration of the businesses.

Our predecessor company was originally founded in 1987 as a subsidiary of ABB Asea Brown Boveri, a global engineering firm. In 1998 ABB sold the business unit to SEB, one of the largest financial institutions in Scandinavia. The business was subsequently renamed SEB Asset Management America, Inc. (SAMA) and continued to operate on a standalone basis. In September of 2004, Pier’s management acquired 100% of the equity management business from SAMA and Pier Capital, LLC was formed. The Fixed Income business of SAMA was also subject to a management buy-out and continued under Hillswick Asset Management, LLC (Hillswick).

While Pier and Hillswick are not affiliated through ownership or control, the two firms share office space in Stamford, Connecticut and have a formal agreement where certain Hillswick employees also perform accounting, compliance support and back-office operations for Pier. Due to this arrangement all Hillswick employees are considered Access Persons of Pier and vice versa, and are, therefore, subject to the Code of Ethics of each firm.

Since we are solely an equity manager and Hillswick is a Fixed Income and an ETF manager, Pier does not anticipate any conflicts of interest arising as a result of this arrangement.

**ABOUT OUR CODE OF ETHICS**

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct required of all our employees and owners ("supervised persons"). Our Code of Ethics includes policies and procedures for compliance with applicable federal securities laws, personal securities transactions and holdings, as well as policies pertaining to various potential conflicts of interests our employees and owners may encounter while working at our firm.

The Code of Ethics is designed to assure that the personal securities transactions and activities and interests of the supervised persons at our firm will not interfere with making and implementing decisions in the best interest of our advisory clients while, at the same time, allowing employees to invest for their own account.

The Code of Ethics includes provisions requiring supervised persons to:

- Pre-clear personal trades in specified reportable securities
- Provide the Compliance Officer with initial and annual personal securities holdings reports for a review
- Acknowledge and comply with the terms of the Code of Ethics
- Report known or suspected violations to the company's Code of Ethics

As disclosed in Item 10 above, all employees and owners of Hillswick are also subject to Pier's Code of Ethics and vice versa.

A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request to Jan Parsons, Chief Compliance Officer, at our principal office address or phone number.

**SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS WITH MATERIAL FINANCIAL INTEREST TO PIER**

As discussed earlier, we are a portfolio manager and a general partner to Pier Capital Commingled Small Cap Growth Fund Investment Trust. As such, the Fund is considered an affiliated account to Pier and, therefore, represents a potential conflict of interests as Pier has an interest in soliciting client investments in the Fund. Furthermore, Pier may have an opportunity to allocate preferential securities transactions to the Fund instead of the client accounts.

Additionally, certain partners, portfolio managers and employees at Pier have established separately managed accounts invested in Pier's Large Cap Growth strategy. At this time, there are no external clients invested in this strategy, but certain securities traded in the Large Cap Growth strategy are also traded in Smid Cap Growth strategy. This causes a conflict of interests since Pier may execute the same securities transactions for affiliated and client accounts and may have an opportunity and an interest in allocating preferential securities transaction to the affiliated accounts.

We have established a trade aggregation and allocation policy to mitigate this conflict of interests (as described in detail in section 12 below). As part of this procedure, whenever possible, we aggregate trade orders for all

accounts in the same strategy. We allocate fully completed or partly completed fills according to our trade allocation policy to ensure a systematic and an objective trade allocation process.

Whenever affiliated accounts trade in the same securities with client accounts on an aggregated basis, the affiliated and client accounts will share commission costs equally and receive securities at the same total average price. In addition, we will give a preferential treatment to non-affiliated client accounts, whenever we receive multiple execution prices for an aggregated order containing proprietary and non-proprietary accounts and/or whenever we are unable to fill the entire order during the day. We will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order.

#### **SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS ALSO BOUGHT/SOLD IN OUR OWN ACCOUNTS**

Our firm or individuals associated with our firm may buy or sell for their personal accounts securities identical to those recommended for customers. This practice results in a potential conflict of interest, as we may have an incentive to manipulate the timing of personal securities transactions to obtain a better price or more favorable allocation in rare cases of limited availability.

To mitigate these potential conflicts of interests and to ensure the fulfillment of our fiduciary responsibilities we require that all supervised persons receive pre-clearance for personal transactions in certain security types prior to execution and report these securities transactions to us on a monthly (or in certain cases quarterly) basis. An approval will be granted if Pier (or Hillswick) is not or is not expecting to trade the specific security on the same day.

Because certain securities or security types are so liquid and large that no one personal transaction can influence its price in the market, our Code of Ethics does not require that supervised persons receive pre-clearance for them. Specifically, under our Code of Ethics, certain classes of securities (Open-ended Mutual Funds, Direct obligations of the US government, Money Market funds and instruments, Unit Investment Trusts) have been designated as exempt transactions. These securities transactions do not need to be pre-cleared or reported, however, holdings in all security types must be reported to compliance annually and at the start of the employment. Our Code of Ethics also designates certain security types (such as indices, currency, commodities, broad and broad-sector ETFs as well as derivatives of these securities) as exempt from pre-clearance but reportable for quarterly review.

We have also established a “restricted period” holding rule, which aims to hinder the possibility of “withholding” good stock ideas for our client accounts and buying the security for personal accounts first. This rule applies to securities, which are not held by Pier’s client(s) at the time of supervised person’s purchase. Under this rule, a supervised person cannot sell his/her security until (whichever comes first): A) 90 days pass since Pier’s purchase, or B) Pier has sold the security completely out of all clients’ accounts.

Any individual not in observance of the above will be asked to reverse the inappropriate trade, regardless of possible losses, and may be subject to disciplinary action or termination.

**SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS ALSO BOUGHT/SOLD IN OUR OWN ACCOUNTS AT OR ABOUT THE SAME TIME**

With very limited exceptions, our Code of Ethics restricts trading a security in personal accounts on the same day we also trade the same security in the accounts of our client(s).

We make every effort to mitigate the potential conflict of interests resulting from trading in personal accounts; nonetheless, 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 in a client's account in a security held by an employee.

Employee trading is monitored under the Code of Ethics to ensure the Code of Ethics reasonably prevents conflicts of interest between Pier and its clients.

**SELECTING BROKER-DEALERS***Research and other Soft Dollar benefits*

In the absence of any client direction to utilize a particular broker or dealer for the execution of transactions in specific client accounts, our overriding objective in securities transactions is to obtain the best combination of price and execution. We seek to execute securities transactions at a price and commission that provides the most favorable total cost or proceeds reasonably attainable under the circumstances.

In selecting broker-dealers, we may consider various factors, including, but not limited to, the nature of the portfolio transaction, the size of the transaction, the quality of execution, clearing and settlement capabilities of the broker or dealer, broker's reliability and financial condition, its commission rates, the desired timing of the transactions, confidentiality, and, under appropriate circumstances, the research made available by the broker-dealer.

Research may be provided to us in the form of written reports, telephonic communications, analyst earnings revisions, etc., and may contain information concerning securities markets, the economy, individual companies, pricing information, performance studies and other information providing assistance in the formulation of our investment decisions.

*How we benefit from Soft Dollar usage and the conflict of interests it may create*

When we use client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that our firm does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services.

Therefore, such use of client brokerage commissions results in a conflict of interest, whereby we have an incentive to direct client brokerage to those brokers who provide research and services utilized by us, even if these brokers do not offer the best price or commission rates for our clients. In addition, our firm theoretically could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products or services.

*Soft Dollar allocation in client accounts*

Research furnished by brokers and dealers with whom we effect transactions may be beneficial only to certain client accounts. It is possible that a particular account may be charged a commission paid to a broker-dealer who supplied research services not utilized by such account. However, we expect that each account will be advantaged overall by such practice because each is receiving the benefit of research services.

Broker-dealers selected by our firm may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions, if we determine in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to our clients.

*Types of products and services acquired with client brokerage commissions*

While we do not select brokers based on soft dollar services, we do receive "bundled research" from brokers. "Bundled research" is a term we use to explain that although we do not maintain any actual soft-dollar accounts with broker-dealers where soft dollar credits can be accumulated, we do receive research from brokers who are compensated indirectly by the commission business we generate with them.

Although it is not possible to assign an exact dollar value to these “bundled services”, they may, if and to the extent used, tend to reduce our expenses. The management fees paid by our clients are not reduced because we receive such bundled research.

We may receive certain types of research products and services from broker-dealers designed to expand our own internal research and investment strategy capabilities. The research products and/or services we receive comply with Section 28(e) of the Securities Exchange Act of 1934.

The research services we received from broker-dealers during the last fiscal year included:

- Analyses or reports concerning issuers, industries, securities, economic factors and trends;
- Reports concerning interrelated political and economic factors;
- Access to research analysts and management meetings;
- Research-related seminars or conferences;
- Corporate governance research;
- Software that provides order routing and algorithmic trading strategies capabilities.

This may be done without prior agreement or understanding by the client (and done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties, which are compensated by the broker.

Our firm does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to all clients.

#### Procedures used to direct client transactions to a particular broker-dealer

We recognize that Soft Dollar benefits, bundled or not, cause a conflict of interest. Therefore, we have adopted the following policies and procedures to monitor and mitigate this conflict:

- We use client commissions to pay for eligible services only, as defined in Section 28(e) and subsequent regulatory and industry guidance;
- We do not use client commissions for “mixed-use” services
- We conduct periodic analysis of volume of transactions sent to each approved broker along with the competitiveness of the commission schedules of each such broker; and
- We periodically evaluate the usefulness of services received from brokers in relation to the amount of commissions directed to each broker.

#### Directed Brokerage

We do not routinely recommend, request or require that a client directs us to execute transactions through a specified broker-dealer.

In certain cases, a client may direct us to execute some or all transactions in the client’s account with a specific broker-dealer. Although we may accept this direction from the client, we do not prefer to execute securities transactions through a client directed broker-dealer.

Directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices. We do not have the ability to negotiate commission rates or prices in client directed-brokerage arrangements.

We execute securities transactions for directed-brokerage clients after we have completed all non-directed brokerage orders. Similarly, when we modify our investment products, trading in applicable directed-brokerage accounts will be initiated after we complete such trading for non-directed accounts. Since we manage multiple wrap-fee and directed trading accounts, we use a daily rotating schedule to determine the order in which we will execute transaction for these accounts.

Typically, directed-brokerage accounts do not receive new issue allocations, since trading for these accounts can only occurs through the specified broker. This means that we will typically allocate new issue purchases to accounts which do not impose any brokerage restrictions. As a result of the delay in trade execution and limitations to trade aggregation, the portfolios of directed-brokerage clients may not generate returns equal to clients who do not impose similar restrictions.

Prior to directing us to execute securities transaction with a particular broker-dealer for client's account, the client should consider:

- Our brokerage placement practices;
- Client who directs us to use a specific broker may pay higher commissions on some transactions than might be attainable by us, or may receive less favorable execution of some transactions, or both;
- A client who directs us may forego any benefit from savings on execution costs that we could obtain for our clients through negotiating volume discounts on batched transactions;
- A client who directs us may not be able to participate in an allocation of shares of a new issue;
- A client who directs us may restrict us from receiving research available from other brokers;
- We may not begin to execute client securities transactions with broker-dealers which have been directed by clients until all non-directed brokerage orders are completed;
- Clients directing commissions may not generate returns equal to clients which do not direct commissions.

#### **AGGREGATING SECURITIES TRANSACTIONS**

When we trade the same security in more than one client account, we generally attempt to batch or "bunch" the trades in order to create a "block transaction." which may also include proprietary accounts. We follow the same trade aggregation policy when we buy Initial Public Offering (IPO) securities. Whenever possible, we will also attempt to batch or aggregate trades for clients who use the same directed brokers or are in the same wrap-fee program in order to create a "block transaction."

We believe that such aggregation method results in an overall economic benefit to the client's account, in terms of price, commission and other expenses. Generally, buying and selling in blocks helps to create trading efficiencies, prompt attention and desired price execution. Clients participating in aggregated transactions receive an average share price, while the transaction costs are shared equally and on a pro-rata basis.

Whenever we are able to completely fill an aggregated order executed through a single broker, regardless of the number of fills, the resulting final averaged price will be used to fill positions for all involved portfolios, which may include both proprietary and non-proprietary accounts. If an aggregated order is completed with multiple brokers during the same day, the best price will be allocated to non-proprietary accounts. In the event when an

aggregated order includes proprietary and non-proprietary accounts and not enough securities can be purchased to fill such order, orders for the non-proprietary portfolios will be filled first.

Client participation in the allocation is based on such considerations as: investment objectives, restrictions, duration, availability of cash balances, the amount of existing holdings of similar securities, as well as other factors. Typically we allocate completed orders at approximately the time of execution and before the end of the trading day. Subsequent reallocations (which will be documented) may be made in unusual circumstances due to recognition of specific account restrictions.

In certain instances we may purchase a security eligible for inclusion in multiple strategies based on the client's mandate and/or investment policy but allocate it only in the Large Cap portfolio(s) and not in the Small and/or Smid portfolios. In those instances we will ensure that an internal memo documents the basis for this determination and that clients were not disadvantaged.

Our fiduciary duty requires that we treat all clients equitably and we strive to minimize dispersion of returns between accounts managed with similar investment guidelines. We believe that our trade allocation methodology allows us to meet this requirement. Before executing of an aggregated order, we create a pre-allocation memorandum listing the participating client accounts and their share allocations. Once the order is executed and completed, we will use the following method to allocate it among client portfolios:

- Partially filled trade order below \$1,000,000 is allocated using the random basis
- Partially filled trade order exceeding \$1,000,000 is allocated using the pro-rata basis
- Filled trade order is allocated using the pro-rata basis

In order to minimize the transaction costs created by a series of small allocations, we may on certain occasions adopt a "de minimis" exception. In these situations, smaller accounts or accounts with a small initial allocation may receive their entire allocation before larger accounts are given their pro-rata amount. Notwithstanding the above, an order may be allocated on a basis different from that specified in the pre-allocation memo if all client accounts receive fair and equitable treatment. We review of any situation where an aggregated order is allocated in a manner other than pro-rata or random.

It is our policy and practice to allocate "new issue" shares in the same manner as in any other aggregated trade order. New issues are not suitable for all client accounts.

It is our policy and practice to allocate investments to the Commingled Fund in exactly the same way we allocate investments to other accounts. The Commingled Fund will not receive any additional preferential allocation of investments.



**PERIODIC REVIEW CLIENT ACCOUNTS**

Our portfolio management team, under the supervision of Jan Parsons and Alexander Yakirevich, will continuously monitor the underlying securities in client accounts and perform at least quarterly reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. Our Compliance Officer conducts a quarterly review of all accounts and verifies that all investments were made in compliance with the client's investment guidelines.

**NON-PERIODIC REVIEW CLIENT ACCOUNTS**

More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Geopolitical and macroeconomic specific events may also trigger reviews.

**CLIENT REPORTS**

In addition to the monthly statements and confirmations of transactions that clients receive from their broker custodian banks, we provide clients with written monthly portfolio reports and quarterly portfolio commentaries.

The monthly portfolio reports are available to interested clients on our secure Client Website and include the following report types:

- Detailed security holdings (shares, cost and market value)
- Transactions
- Cash Ledger
- Purchases & Sales
- Realized Gains & Losses
- Performance

Our quarterly portfolio commentary reports include a written analysis of the market and the portfolio and supplemental holdings and performance versus benchmark reports. These reports are delivered to the clients via e-mail or mail and are also available on our secure Client Website.

We do not receive compensation from people or institutions who are not our clients.

Brokers or dealers that Pier selects to execute transactions may from time to time refer clients to Pier. Pier will not make commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Pier's interest in receiving future referrals.

We do not compensate anyone who is not our supervised person for client referrals.

Pier has compensation arrangements with certain marketing employees that include a base salary plus a commission based on amount of assets raised.

Custody is defined as any legal or actual ability by our firm to access client funds or securities. With the exception of Pier Capital Commingled Small Cap Growth Fund Investment Trust, we do not have custody of client accounts and we, therefore, do not take physical possession of these client assets.

We do have custody of Pier Capital Commingled Small Cap Growth Fund Investment Trust. The Fund's custody is at a qualified custodian, which sends monthly account statements directly to each investor. In addition, we will also provide each investor with our own monthly and quarterly reports (as described in Item 13).

Because we act as investment adviser and as general partner to the Fund, we are deemed to have custody of client assets under current applicable regulatory interpretations. As an adviser with custody, we seek to have the Fund audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Companies Accounting Oversight Board (PCAOB) and to have an annual audited financial statement sent to the investors in the Fund.

We urge all of investors in the Pier Capital Commingled Small Cap Growth Fund Investment Trust to carefully review and compare their account holdings and/or performance results received from us to those they receive from the custodian of the Fund. Should you notice any discrepancies, please notify us and/or your custodian as soon as possible.

We receive discretionary authority to select the identity and amount of securities to be bought or sold from the client at the outset of an advisory relationship. We request that such authority be granted in writing, typically in the executed investment management agreement. In all cases such discretion is to be exercised in a manner consistent with the stated investment objectives, investment policies and restrictions of the client.

For our mutual fund clients, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investment and favor the holding of investment once made.

Should a client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in the executed investment advisory agreement. Clients may change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

**ABOUT OUR PROXY VOTING POLICIES AND PROCEDURES**

Our clients typically delegate their proxy voting authority to us. When we have the discretion to vote proxies of our clients, we will do so in the best interests of our clients and in accordance with our proxy voting policies and procedures. With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies.

We do not have a per se rule regarding what is a correct decision when exercising Proxy Discretion. Accordingly, as in other areas relating to prudent investing, our decision is based on our good faith analysis and judgment in the context of the surrounding facts and circumstances in question. In determining our vote, however, we will not and do not subordinate the financial interests of our Clients to any other entity or interested party.

For practical purposes, unless we make an affirmative decision to the contrary, when we vote a proxy as the Board of Directors of a company recommends, it means we agree with the Board that voting in such manner is in the interests of our clients as shareholders of the company for the reasons stated by the Board.

However, if we believe that voting as the Board of Directors recommends would not be in a client's best interests, then we will vote against the Board's recommendation. We will vote against the Board of Directors recommendation if the Board recommends an action that could dilute or otherwise diminish the value of your security position. This may occur if we are unable to liquidate the affected securities without incurring a loss that would not otherwise have been recognized absent management's proposal. This may also occur if the action would cause the securities held to lose value, rights or privileges and there are no comparable replacement investments readily available on the market.

In the unlikely event that we are required to vote a proxy that could result in a conflict between your best interests and the interests of our firm, we will address matters involving such a conflict of interest as follows:

1. If the proposal is addressed by the specific policies we have established, we will vote in accordance with such policies.
2. If we believe it is in the best economic interests of the clients to depart from such policies, we may depart from such policies, provided that, (a) it has documented its rationalization for such vote, and (b) consulting with the Compliance Officer who will advise as to a reasonable resolution of the conflict.

Clients can direct us how to vote in a particular solicitation by contacting Jan Parsons.

If you would like to know how we voted any proxy in your account or receive a copy of our proxy voting policies and procedures, please contact Jan Parsons.

**WHEN WE DO NOT VOTE PROXIES FOR CLIENTS ACCOUNTS**

Proxy voting responsibility is contractually agreed upon with each client at the onset of the relationship in writing, typically in the investment management agreement. In certain cases, where clients have opted to vote proxies themselves, we will not vote proxies for their accounts. In such cases, clients will receive their proxies or other solicitations directly from their custodian or a transfer agent and can contact us with questions about a particular solicitation.

#### **CLASS ACTIONS, BANKRUPTCIES AND OTHER LEGAL PROCEEDINGS**

Pier will not act on behalf of the client in legal proceedings involving companies, whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may request information from Pier in order to complete class action notices.

We do not require or solicit prepayment of any fees from our clients.