

Fermat Capital Management, LLC

Part 2A of Form ADV

The Brochure

2 Railroad Place
Westport, CT 06880
<http://www.fermatcapital.com/>

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This brochure provides information about the qualifications and business practices of Fermat Capital Management, LLC (“FCM” or the “Company”). If you have any questions about the contents of this brochure, please contact us at 203-454-6802. 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 FCM is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

This brochure contains information about the Company and there have been no material changes since FCM's last filing in March 2011.

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Advisory Business

FCM provides investment management services on a discretionary basis to separately managed account portfolios and pooled investment vehicles ("Funds"). FCM specializes in investing in Insurance Linked Securities ("ILS") and other insurance related risks, and specifically limits its investment advice to such risk investments. FCM seeks to build and manage long portfolios of ILS for its clients through the purchase of catastrophe bonds and other permitted hedging securities, such as total return and currency swaps.

For separately managed accounts, FCM manages the assets based on the investment and risk guidelines of each client as set forth in individually negotiated investment advisory agreements. For Funds, FCM manages the assets in accordance with the terms of the governing documents applicable to each Fund.

FCM was founded in August 2001 and registered as an investment adviser in January 2006. The Company is owned by Dr. John Seo and Nelson Seo. As of December 31, 2011, FCM managed \$2,515 million on a discretionary basis on behalf of 8 clients.

Fees and Compensation

FCM charges clients an investment management fee based on a percentage of the market value of the assets under management. Certain clients may also compensate FCM through a performance based fee arrangement. FCM does not maintain a standard fee schedule. Fees are generally negotiated on a case by case basis and may vary based on factors such as size of the account, capital and lock-up commitments, investment restrictions (or lack thereof), and leverage. The maximum asset based fee is 1.85% per year, payable monthly in arrears. FCM may also receive an annual performance based fee of up to 10% based on the net increase of an account's value over a pre-defined benchmark. FCM may reduce or waive all or any portion of the asset management fee with respect to any investor in a Fund.

FCM does not directly debit the investment advisory fees from separately managed account clients' assets. Instead, FCM's separately managed account clients are responsible for calculating the investment management fees due to FCM and remitting payment, on either a monthly or quarterly basis, in accordance with the respective investment advisory agreements. However, FCM will prepare client invoices, if requested, against which clients can use to reconcile their calculations. With respect to Fund clients, the Fund administrator calculates the fees due to FCM and wires the payment from the Fund's assets at the end of each month.

If for any reason a separately managed account client wishes to terminate an investment advisory agreement, the client must provide prior written notice in accordance with the terms of their contract and any fees paid in advance will be returned. In addition to FCM's investment management fees, clients will bear trading costs, audit costs, administrative and custodial fees and other expenses that may be charged by third parties.

With respect to Fund clients, Fund investors generally will be permitted to make complete or partial redemptions, potentially subject to redemption gates, in accordance with the terms of the Fund's governing documents. The Fund sets forth its specific fee structure (including how it charges fees) along with the additional operational expenses in a confidential information memorandum or similar offering document provided to prospective investors. In addition to FCM's fees, investors will bear indirectly other fees and expenses charged to the Fund.

Performance Based Fees and Side-by-Side Management

In addition to an asset-based monthly management fee, certain clients may choose to compensate FCM using a "performance-based fee" arrangement, which is described in the respective investment advisory agreement or confidential information memorandum. A performance-based fee arrangement may create an incentive for FCM to make investments that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the performance-based fee received by FCM is based on realized and unrealized appreciation. Therefore, the fee earned could be based on unrealized gains that clients may never realize.

Additionally, some clients are not charged a performance-based fee, thus FCM may have an incentive to favor accounts for which it receives a performance-based fee. In no instance will clients paying performance-based fees receive preferential treatment over clients not paying performance-based fees. As a fiduciary, FCM recognizes its duties to act in good faith and with fairness in all of its dealings with all clients.

Types of Clients

FCM primarily provides investment advisory services to Funds and to separately managed accounts of large institutions such as foreign pension plans and Funds of Funds.

Details concerning applicable eligibility criteria for investors in the Funds are set forth in each Fund's respective offering documents. FCM generally requires that all clients and investors be "qualified purchasers" as that term is defined within the meaning of the Investment Company Act of 1940. FCM imposes a minimum account size of \$5,000,000, although this minimum may be negotiable at the discretion of FCM.

FCM may enter into separate agreements, commonly referred to as "side letters," with certain investors, which provide investors with additional and/or different rights, (including, without limitation, with respect to transparency, access to information, management fees, minimum investment amounts, and liquidity terms). Under certain circumstances, these arrangements could create preferences or priorities for such investors with respect to other investors.

Methods of Analysis, Investment Strategies and Risk of Loss

FCM's primary investment objective is to generate returns through selective investment in a global portfolio of ILS which the Company believes are attractive investments on both an absolute and risk-adjusted basis, and substantially non-correlated to returns of broader markets and more traditional asset classes. *There are no assurances that FCM will attain its investment objective. Investing in securities involves risk of loss that clients should be prepared to bear.*

FCM's core investment strategy utilizes both a quantitative and experiential process designed to evaluate the ILS investment opportunities and optimize a portfolio of ILS. FCM evaluates the underlying investment and structural risk of an ILS primarily on the basis of probability of loss, peril class, geographic area, and related factors as well as credit risk and pricing considerations.

FCM subscribes to all three of the major third party risk modeling platforms in the catastrophe bond space (AIR, Eqecat, and RMS) and overlays a proprietary system to identify and adjust for model biases. FCM uses its proprietary quantitative portfolio optimization model to help determine the pricing and size ranges desired for an investment in an ILS. FCM uses its judgment and experience to make final portfolio allocation decisions. FCM will take into account factors such as, but not limited to, liquidity, expected future issuances, market psychology, and seasonality of market behavior, when evaluating the attractiveness of an investment as well as its target weighting in client portfolios. FCM's market judgment is subjective.

Clients following FCM's investment strategy will experience a number of risks. An investment

with FCM may be deemed a speculative investment and is not intended as a complete investment program. Such investment program is designed for sophisticated investors who fully understand and are capable of bearing the risk of loss. Performance could be hurt by a number of different market risks including but not limited to:

- **Lack of Diversification.** Although diversification on the basis of geographic region, event risk category, issuer and other factors are a key component of FCM's investment strategy, an optimized portfolio of ILS will consist of a single asset class dominated by a small number of perils, and cannot be considered a "diversified portfolio" in the traditional sense of such term.
- **Unpredictability of Catastrophes and Losses.** Client's portfolios are subject to relatively infrequent but severe losses resulting from the occurrence of one or more catastrophic events. A major catastrophic loss or series of catastrophic losses may occur from time to time and, if affecting one or more of a portfolio's investments, could result in material losses.
- **Reliance on Third Party Catastrophe Risk Modeling.** The results of analyses based upon third party catastrophe risk modeling firms' work or models cannot be viewed as facts, projections, or forecasts of future catastrophic losses and cannot be relied upon as an indication of the future return on a portfolio's investments. Actual loss experience can materially differ from that generated by such models. Loss distributions produced by such models constitute estimated losses based on assumptions relating to environmental, demographic, and cost factors, many of which represent subjective judgments, are inherently uncertain, and are beyond the control of the respective modeling firm. The assumptions or methodologies used by such firms may not constitute the exclusive set of reasonable assumptions or methodologies and the use of alternative assumptions or methodologies could yield results materially different from those generated. No model of catastrophe events is, or could be, an exact representation of reality. These models rely on various assumptions, some of which are subjective and some of which vary between the different catastrophe risk modeling firms. Accordingly, the loss estimates produced by such models are themselves based upon subjective determinations and subject to uncertainty. The loss probabilities generated by such models are not predictive of future catastrophic events, or of the magnitude of losses that may occur. Actual frequency of catastrophic events and their attendant losses could materially differ from those estimated by such models. Modeling insured property losses resulting from catastrophes is an inherently subjective and imprecise process, involving an assessment of information that comes from a number of sources that may not be complete or accurate.
- **Market Size.** The market size for the catastrophe bond segment of the ILS market is relatively small — approximately \$12.5 billion — and there is no guarantee that the market size will grow or even maintain its size. The market for direct private ILS investments, such as risk swaps, is even smaller in size — approximately \$5.5 billion in size. Not only does the market size pose liquidity risk, but it also may create pricing and capacity considerations as client portfolios grow in size. At a certain level of assets under management, for example, FCM may have to shift to a higher concentration of direct private investments, and bonds available on the secondary market may increase in price (and commensurately decrease in effective net yield), which may be detrimental to clients' risk/return profile.

- **Swaps and Other Derivatives.** FCM may direct client accounts to enter into swap and similar derivative transactions involving or relating to catastrophic events. A swap transaction is an individually negotiated, non-standardized agreement between two parties to exchange cash flows (and sometimes principal amounts) with payments generally calculated by reference to a principal (“notional”) amount or quantity. Swap contracts and similar derivative contracts are not traded on exchanges; rather, banks and dealers act as principals in these markets. As a result, clients are subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the counterparties with which FCM trades. The swap market is generally not regulated by any United States or foreign governmental authority. Speculative position limits are not applicable to swap transactions, although the counterparties with which FCM deals may limit the size or duration of positions available to clients as a consequence of credit considerations. Participants in the swap markets are not required to make continuous markets in the swap contracts they trade.
- **Liquidity.** There is no guarantee that a relatively liquid secondary market for catastrophe bonds will continue to exist even in normal conditions. In situations where a large catastrophe has occurred or appears likely to occur, liquidity for affected bonds is diminished and frequently eliminated. Direct private ILS investments, such as swaps and other derivatives, are less liquid under even normal circumstances, and may present no opportunities for unwinding of positions.

Disciplinary Information

FCM and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client’s evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

FCM and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

FCM has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 that is predicated on the principle that FCM owes a fiduciary duty to its clients. Accordingly, employees of FCM must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of clients. Therefore, FCM endeavors to maintain current and accurate records of all personal securities accounts and transactions of its employees in an effort to monitor all such activity. Generally, employees may not purchase or sell ILS instruments of any kind and must seek pre-approval from the Compliance Officer for certain other transactions. FCM’s Code of Ethics is available for review and will be provided to any client or investor upon request.

Brokerage Practices

In choosing broker-dealers to execute client transactions, FCM evaluates a number of factors, including but not limited to: 1) the broker-dealer's expertise with respect to the volume and size of the transaction; 2) the broker-dealer's ability to provide liquidity in the desired security or other instrument traded; 3) the financial strength, integrity and stability of the broker-dealer or counterparty; and 4) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any).

FCM may receive proprietary research from broker-dealers with which it directs trading. However, research services received from broker-dealers are supplemental to FCM's own research efforts and, when utilized, are subject to internal analysis before being incorporated by FCM into its investment process. The receipt of proprietary research from broker-dealers is not generally a factor considered in selecting broker-dealers for the execution of client transactions.

A client may direct FCM to execute transactions for its account with only certain approved broker-dealers. FCM will endeavor to comply with such direction, but may be unable to achieve best execution for such client's transactions. When FCM is limited in its choice of brokers, its ability to control transaction costs and/or locate liquidity for certain orders may be reduced. In some instances, FCM may be unable to execute any part of a desired transaction through a client-approved broker. The client using such an arrangement must understand that if FCM is free to select brokers, the client might obtain better executions.

In the event that FCM makes a trade error resulting from an employee's gross negligence, willful misconduct, or fraud, FCM will ensure that the trade error is corrected as soon as practicable in a manner such that the client incurs no loss. Other trade errors will generally be borne by the respective clients, unless otherwise agreed to in the investment advisory agreement.

Review of Accounts

All client accounts are reviewed regularly and in any event at least weekly. In addition to a weekly review, accounts may be reviewed periodically due to, among other things; availability of bonds (both primary and secondary) or other ILS, potential trigger events, and changes to available client capital. Account reviews are performed by either or both of FCM's two Managing Members.

For separately managed accounts, portfolio holdings and net-asset-value are reported by each client's respective administrator or back-office on at least a monthly basis. In addition, separately managed accounts may receive more detailed weekly or monthly reporting from FCM pursuant the terms each client's investment advisory agreement. Investors in a Fund will receive a report of the net-asset-value of the Fund on at least a monthly basis. FCM will provide a Fund's estimated net-asset-value on a weekly basis upon request.

Client Referrals and Other Compensation

FCM may sell interests and/or shares in the Funds through a third party marketer and pay a portion of the management fees in connection with such activities, including ongoing payments, at FCM's own expense. All placement fees will be fully disclosed to investors referred by the solicitors.

Custody

All client assets are held in custody by unaffiliated broker-dealers or banks. However, FCM can be deemed to have custody of a Fund's assets since one or more of its principals may serve as a director or in a similar capacity for such Fund. Fund investors will not receive statements from the custodian. Instead, the Funds are subject to annual audits and the audited financial statements are distributed to each Fund investor. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of each Fund's fiscal year end.

Investment Discretion

FCM typically manages client portfolios on a discretionary basis, subject to the restrictions (if any) that are specified in investment advisory agreements or confidential information memorandums. FCM typically has the authority to determine the investments to be bought and sold and the amount and price of the investments to be bought or sold without obtaining client consent to specific transactions.

Occasionally, FCM may utilize cross trades when it specifically deems the practice to be advantageous for and allowed by each participant. However, any cross transaction between client accounts must be effected at the current market price of the security, based on available information and in good faith by the Company. Furthermore, all transactions will be effected through a third-party broker/dealer with the exception of certain related clients which have a specific agreement allowing cross transactions to be executed directly with the other related party, without the use of a third-party broker.

The Compliance Officer will review the terms of any cross transaction and make a determination of whether it is favorable to all participants.

Voting Client Securities

FCM will vote proxies in the best interests of its clients and make that determination on a case-by-case basis. Further, FCM will vote proxies for all of its clients unless otherwise specified in a client's investment advisory agreement or relevant offering documents. A record of all proxy votes will be maintained and made available to clients upon request by contacting the Compliance Officer. Further, FCM will make available a copy of its Proxy Voting policies and procedures upon request.

Financial Information

FCM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.