

Horizon Global Advisers LLC

Part 2A of Form ADV

The Brochure

411 Theodore Fremd Avenue, Suite 206 South
Rye, NY 10580
(914) 925-3417

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This brochure provides information about the qualifications and business practices of Horizon Global Advisers LLC (“HGA”). If you have any questions about the contents of this brochure, please contact us at (914) 925-3417. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

Material Changes

HGA's most recent update to Part 2 of Form ADV was made in March 2011. There have been no material changes since then.

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Advisory Business

HGA provides investment advisory services to clients on a discretionary basis. The advisory services include, among other things, providing advice regarding the selection of investments. HGA currently provides advisory services to one client that invests through a separately managed account, an umbrella fund listed on the Irish Stock Exchange that currently includes one sub fund, and two other private pooled investment vehicles.

The client that invests through a separately managed account is another private investment fund. The primary investment objective of this separately managed account is to seek an absolute return for long term investors.

Horizon Global Advisers Umbrella Fund plc is an open-ended variable capital company incorporated with limited liability in Ireland and listed on the Irish Stock Exchange (the "Umbrella Fund"). Horizon Opportunistic Value Fund is a sub fund of the Umbrella Fund. The primary investment objective of Horizon Opportunistic Value Fund is to provide investors with long term capital growth.

The two private pooled investment vehicles, which have identical investment strategies, are Horizon Multi-Strategy Fund, LP, a Delaware limited partnership ("HMS Domestic") and Horizon Multi-Strategy Offshore Fund, Ltd., a Cayman Islands exempted company limited by shares ("HMS Offshore" and together with HMS Domestic, collectively referred to herein as the "HMS Funds"). The primary investment objective of the HMS Funds is to seek to achieve a satisfactory level of absolute performance over time as opposed to performance relative to an arbitrary index.

Horizon Multi-Strategy GP, LLC ("HMSGP"), a Delaware limited liability company, is wholly owned by HGA and serves as the general partner to HMS Domestic.

HGA has engaged Horizon Kinetics, LLC ("HK") to serve as sub-adviser for all of its funds and separately managed accounts.

HGA was founded in 2005 and is wholly owned by Kevin Quigley. As of December 31, 2011, HGA managed approximately \$166,000,000 on a discretionary basis.

Fees and Compensation

Managed Accounts

HGA's fee schedule for its separately managed accounts is as follows:

<u>Market Value of Assets</u>	<u>Annual Percentage Fee</u>
First \$5 million	1.00%
Next \$5 million	0.75%
Next \$5 million	0.60%
Over \$15 million	0.50%

Fees are typically charged quarterly in arrears based on the market value of the assets in an account on the last trading day in the calendar quarter. In any partial calendar quarter, fees are pro rated based on the number of days in which the account is open during the quarter. Clients may choose to have fees deducted from the assets in their accounts or be billed for fees incurred. Managed account clients also pay all custodian fees related to their accounts. As compensation for the sub-advisory services provided by HK to HGA with respect to the separately managed accounts, HGA has agreed to pay to HK (or its affiliated entities), an amount equal to forty six percent (46%) of the management fees received by HGA from any separately managed accounts that it manages.

HGA may, on occasion, invest some of the assets of its separately managed accounts in money market funds. Such investments will generally result in HGA's clients paying advisory fees twice - an advisory fee to the investment adviser of the money market fund, as well as a fee to HGA based on the fee schedule above.

HGA has the discretion to vary the fees for particular investors depending on the extent of the services provided to those clients and the cost of such services, which may be higher or lower than the cost of similar services offered through other financial firms. Factors HGA may consider in negotiating fees may include the amount and/or complexity of services required, the type of assets under management, the amount of assets under management, HGA's prior relationship with its clients and other factors such as the extent of reporting or other administrative services required, as well as the level of due diligence being provided by HGA. The specific fee arrangements applicable to any particular client are set forth in the agreement with such client (each a "Client Agreement"). If there is a conflict between the preceding statements and the Client Agreement, the Client Agreement will control. The fee charged will not be affected by the services clients receive or the number of transactions executed during a quarter. A pro-rata portion of the management fee will be paid by a client in the event of an account termination prior to the end of the period upon which such fee is based.

Umbrella Fund

HGA is entitled to receive out of the assets of one or more funds of the Umbrella Fund a fee with respect to each such fund (or class of shares within such fund), payable monthly in arrears, that equals an agreed upon percentage of the net asset value of such fund (or class of shares within such fund).

Horizon Opportunistic Value Fund. The fees payable to HGA by investors in Horizon Opportunistic Value Fund vary based on the class of shares that the investors own. There are six classes of shares available for investment in Horizon Opportunistic Value Fund; however only two of those classes (US Dollar A and US Dollar B) are currently active. The fee percentage and minimum subscription amount for each class is set forth below:

<u>Share Class</u>	<u>Investment Management Fee</u>	<u>Minimum Subscription</u>
US Dollar A	1.15%	US\$7,500,000
US Dollar B	1.50%	US\$ equivalent of €250,000
Euro A	1.15%	Euro equiv. of US\$7,500,000
Euro B	1.50%	€250,000
Euro (Hedged) A	1.15%	Euro equiv. of US\$7,500,000
Euro (Hedged) B	1.50%	€250,000

As compensation for the sub-advisory services provided by HK to HGA with respect to Umbrella Fund, HGA has agreed to pay to HK (or its affiliated entities), an amount equal to forty six percent (46%) of the management fees received by HGA from the Umbrella Fund.

Multi-Strategy Funds

HGA receives (1) a quarterly management fee from each of the HMS Funds of 0.5% (2.0% per annum) of assets under management and (2) for HMS Offshore, performance fees generally equal to 20% of the net realized and unrealized appreciation in the value of an investor's investment through the end of the year over a hurdle of 5% of the value of investor's investment at the end of the previous year.

HMSGP receives from HMS Domestic performance compensation in the form of an allocation generally equal to 20% of the net realized and unrealized appreciation in the value of an investor's investment through the end of the year over a hurdle of 5% of the value of investor's investment at the end of the previous year.

As compensation for the sub-advisory services provided by HK to HGA with respect to the HMS Funds, HGA has agreed to pay to HK (or its affiliated entities), an amount equal to forty six percent (46%) of the management fees received by HGA from the HMS Funds and sixty percent (60%) of the performance fee received by HGA from HMS Offshore and sixty percent (60%) of the performance allocation received by HMSGP from HMS Domestic.

Investors in the HMS Funds should note that performance compensation arrangements could be viewed to create an incentive for HGA or its related persons to make investments that are riskier or more speculative than would be the case in the absence of performance-based compensation. HGA and HMSGP have the discretion to vary the fees and performance allocations for particular investors. A performance fee or allocation will only be paid if all prior losses have been first recouped and the hurdle amount is exceeded. Performance compensation, if any, and a pro-rata portion of the management fee will be paid by an investor in the event of a withdrawal/redemption prior to the end of the period upon which such fee is based.

In the HMS Funds, HGA has the discretion to enter into confidential side letters or similar agreements with certain investors and may issue confidential supplements to the offering memoranda related to such investors that provide preferential terms to such investors. The terms of these side letters and/or supplements may not be disclosed to other investors in the particular fund. The terms and conditions that may be varied by HGA for certain investors in these funds include functional currency, types of investment strategies utilized, management fees and performance-based compensation, capacity allowances, performance disclosures, redemption fees, notice for major events, "key man" provisions, placement fees, permitted subscription and redemption dates and notice periods, transparency, minimum and maximum aggregate subscription amounts, investor eligibility requirements and in other respects in the discretion of HGA. In addition, the terms applicable to an investor may be changed without the consent of such investor if the investor affected by such change is given the option to redeem out prior to the effectiveness of such change.

Performance-Based Fees and Side-by-Side Management

As stated in the Fees and Compensation section above, HGA charges performance-based compensation with respect to the HMS Funds, which is based on a share of net realized and unrealized appreciation of the HMS Funds' assets.

Also, as stated previously, the fact that HGA and HMSGP receive performance-based compensation from the HMS Funds may create an incentive for HGA 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 fees received by HGA are based primarily on realized and unrealized gains and losses. As a result, the performance-based fees earned could be based on unrealized gains that may never be realized.

The fact that HGA charges the performance-based fees to the HMS Funds but not to the separately managed accounts or the Umbrella Fund may create an incentive for HGA to favor the HMS Funds. HGA attempts to address this potential conflict of interest by maintaining allocation policies and procedures designed to ensure that the separately managed accounts, the Umbrella Fund and the HMS Funds are treated fairly over time.

Types of Clients

In addition to providing investment advice to a private investment fund that has invested through a separately managed account advised by HGA, HGA acts as investment manager to the Umbrella Fund and the HMS Funds. Details concerning applicable suitability criteria are set forth in the respective funds' offering and/or operational documents. The funds generally have a minimum initial investment requirement and a minimum additional investment requirement. These thresholds may be waived in the sole discretion of the general partner or Board of Directors. The minimum initial investment for the separately managed accounts is \$250,000.

Methods of Analysis, Investment Strategies and Risk of Loss

As discussed previously, HGA provides investment management services to separately managed accounts and funds. As sub-adviser to the separately managed accounts and the funds, HK conducts all trading based upon the strategies described below, while HGA supervises HK in its role as sub-adviser.

Separately Managed Accounts

The current separately managed account seeks to achieve its investment objective by following a long only, all-cap, global strategy.

Umbrella Fund

Horizon Opportunistic Value Fund, a sub fund of the Umbrella Fund, seeks to achieve its investment objective by investing primarily in equity securities (including preferred stocks, warrants and rights and convertible securities), and debt securities of both U.S. and non-U.S. issuers which are listed or traded on recognized markets. Horizon Opportunistic Value Fund's investments in debt securities may include securities issued by the U.S. and non-U.S. governments and corporations, including fixed and/or floating rate bonds and including high-yield bonds which may be below investment rating grade. Currently, Horizon Opportunistic Value Fund emphasizes its investments in equities and bonds, but the relevant emphasis on equities and bonds in its portfolio may change over time depending on the relative opportunities for growth and income.

In selecting equity and fixed-income securities for Horizon Opportunistic Value Fund's portfolio, HK evaluates a number of factors including, among other things, the history of the issuer's operations and financial results, prospectus for the industry of which the issuer is a part, pending project developments and those of competitors, the effect of general market and economic conditions on the issuer's business and legislative proposals that might effect the issuer. Horizon Opportunistic Value Fund may invest in any issuer located in any country including developed or emerging markets, but currently emphasizes investments in developed markets such as the U.S., Canada and European Union member states. Horizon Opportunistic Value Fund is not required to allocate its investments in any set percentages in any particular countries. Horizon Opportunistic Value Fund's investments may include stock of issuers of all market capitalization ranges: small-cal, mid-cap and large-cap.

Horizon Opportunistic Value Fund may invest in securities of "growth" issuers, which may be newer companies or more established companies entering a growth cycle. Certain equity securities may be selected not only for their appreciation possibilities but because they may provide dividend income.

HMS Funds

A core component of the HMS Funds' investment strategy is return-on-invested-capital. However, investments will be made in which the HMS Funds are not limited by the return-on-invested-capital variable. Consequently, the basis for purchase is not necessarily the high intrinsic quality of the underlying business. The value catalyst might be as varied as a hidden asset (e.g., real estate or a patent), an anticipated or pending restructuring (such as a spin-off or emergence from bankruptcy), a shift in business model that has yet to be generally recognized, and so forth. HK may also decide that owning equity in a specific company is not the best method to use to invest and, instead, target another part of the capital structure. Because these types of catalysts fall into the contingent category, such that their failure to materialize could result in a poor investment, the concept of a significant margin of safety is secondary to the upside potential should the catalyst materialize. In some instances, the margin-of-safety requirement may be replaced by the presence of an asymmetrically favorable risk/reward profile, such that a loss could occur but for which the result in a success scenario would far outweigh the loss in a failure scenario.

An investment in a separately managed account or fund involves a high degree of risk, including the risk that the entire amount invested may be lost. The separately managed accounts and funds may invest in and actively trade securities and exchange-traded and OTC derivatives using a variety of strategies and investment techniques with significant risk characteristics, including the risks arising from the volatility of

the equity, fixed-income and currency markets, the risks of borrowings and short sales, the risks arising from leverage associated with trading in the equities, currencies, futures and OTC derivatives markets, the illiquidity of investments in derivative instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a separately managed account's or fund's investment program will be successful. Leverage inherent in the types of investments can, in certain circumstances, substantially increase the adverse impact to which the separately managed account's or funds' investment portfolios may be subject.

Because the investment strategies of the separately managed accounts and funds involve significant risk factors, such investments are suitable only for experienced and sophisticated investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment.

Disciplinary Information

HGA and its employee have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's evaluation of HGA or its personnel.

Other Financial Industry Activities and Affiliations

HMSGP is owned by HGA and serves as the general partner to HMS Domestic. In such capacity, it receives performance compensation of an allocation equal to a percentage of the net realized and unrealized appreciation in the value of an investor's investment through the end of the year, subject to certain adjustments. HGA serves as the managing member of HMSGP and receives a management fee from HMS Domestic.

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

HGA's Code of Ethics (the "Code") applies to all "Supervised Persons" and all "Access Persons" (both as defined under the Investment Advisers Act of 1940, as amended) at HGA. The Code addresses, among other things, (i) the general standards of conduct expected from Supervised Persons and Access Persons; (ii) the treatment of confidential, sensitive and material non-public information by Supervised Persons and Access Persons, including a policy statement on insider trading; (iii) actual, potential and apparent conflict of interests that should be avoided by Supervised Persons and Access Persons and actions by such persons that are prohibited; (iv) HGA's personal securities trading policy, including blackout periods for trading the same securities as clients; (v) personal securities transactions reporting, including initial and annual securities holdings reports and quarterly securities transactions reports; and (vi) other miscellaneous items such as gifts and entertainment policy, outside business interests, political and charitable contributions and directorships.

To avoid any potential conflicts of interest involving personal trades, HGA has prohibited all Supervised Persons and Access Persons from the following:

- favoritism of one client over another client that would constitute a breach of fiduciary duty;
- using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including by purchasing or selling such securities; and
- recommending, implementing, or considering any securities transaction for a client without having disclosed any material beneficial ownership in the issuer or its affiliates to the Chief Compliance

Officer ("CCO"). If the CCO deems the disclosed information a material conflict, the Supervised Person may not participate in any decision making process regarding the securities of that issuer.

The Code also requires employees to: (i) pre-clear personal securities transactions for private placements and IPOs; (ii) report personal securities transactions on at least a quarterly basis; (iii) provide HGA with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest; and (iv) arrange for duplicate copies of all brokerage statements relating to personal trading accounts to be sent to the CCO no later than 30 days after the end of each calendar quarter.

HGA or its employees may recommend to clients, or buy or sell for client accounts, securities in which HGA or its employees have a material financial interest or in which HGA or its employees invest. HGA's Code requires that no Supervised Person or Access Person purchase or sell, directly or indirectly, any security in which s/he has, or because of such transaction acquires, any direct or indirect beneficial ownership, if such security is purchased or sold by any client, or was purchased or sold by a client on, or within the two days preceding or the two days following, the Supervised Person's or Access Person's transaction's trade date.

However, a Supervised Person or Access Person may participate as part of a "bunch" order with clients simultaneously purchasing or selling a security. HGA must determine that with respect to the transaction, for each transaction, bundling is consistent with best execution and no client is favored.

The CCO will monitor the personal securities transactions, trading patterns and holdings reports of all Supervised Persons or Access Persons, with respect to the blackout periods and short-swing trading.

HMSGP, as the general partner to HMS Domestic, receives performance compensation of an allocation equal to a percentage of the net realized and unrealized appreciation in the value of an investor's investment through the end of the year, subject to certain adjustments. HGA serves as the investment manager to HMSGP and receives a management fee from HMS Domestic.

A copy of HGA's Code shall be provided at no charge to any client or prospective client upon request.

Brokerage Practices

HK, as sub-adviser to the funds and managed accounts managed by HGA, places orders for the purchase or sale of assets by the applicable funds or managed accounts either directly with the issuer or with any broker or dealer. In placing orders with brokers and dealers, HK will attempt to obtain the best price and the most favorable execution of its orders. HK will be responsible for the allocation, pricing, timing and all other decisions relating to the purchase and sale of assets. In placing orders with brokers or dealers, HK will consider the experience and skill of the firm's securities traders as well as the firm's financial responsibility and administrative efficiency. Consistent with the foregoing obligations, and subject to any other instructions from HGA, HK may select brokers on the basis of the research, statistical and pricing services they provide to the funds and/or the managed accounts with respect to the assets advised by HK and other clients of HGA or HK. Information and research received from such brokers will be in addition to, and not in lieu of, the services required to be performed by HK.

A commission paid to such brokers may be higher than that which another qualified broker would have charged for effecting the same transaction, provided that HK determines in good faith that such commission is reasonable in terms either of the transaction or the overall responsibility of HGA to the funds and the managed accounts and HGA's other clients and that the total commissions paid by the funds

and the managed accounts will be reasonable in relation to the benefits to such funds and managed accounts over the long-term.

HGA does not currently have any soft dollar arrangements. HK has one soft dollar arrangement with Wall Street Access. HK uses part of its soft dollar credit with Wall Street Access to rent a Bloomberg terminal and to purchase, once a year, an update to the Ibbotson Historical Stock Study, the latter with a value of \$249. These expenditures do not exhaust HK's soft dollar credit with Wall Street Access. The research service obtained by HK through this soft dollar arrangement may also be used for the benefit of HGA's clients. Moreover, a large cross section of HK's and HGA's accounts trade through Wall Street Access, when Wall Street Access is able to provide the clients with best execution.

HGA does not currently consider a broker-dealer's referrals of client's or the potential for future referrals in selecting a broker to execute transactions.

Pursuant to sub-advisory agreements between HGA and HK, HK has the ability to aggregate the purchase or sale of a security for one or more funds or managed accounts, as well as for other clients of HK in a manner it considers to be the most equitable and consistent with its fiduciary obligation to the funds and managed accounts and to such other clients.

Review of Accounts

Kevin Quigley reviews the separately managed accounts and all funds on a quarterly basis. HGA meets with HK on a periodic basis to review reports that HK provides to HGA with respect to investment strategy.

The fund administrator provides weekly pricing for the Umbrella Fund. The administrator also provides written reports regarding the HMS Funds to investors on a monthly basis. The custodian chosen by the client and HGA provide written reports regarding the separately managed accounts. In addition, within 120 days of the fund's fiscal year end, investors in the funds will receive an audited financial report setting forth a balance sheet of the fund and statement of the net income or net loss of the fund, as well as certain tax information for preparation of the investor's tax return.

Client Referrals and Other Compensation

HGA may, from time to time, compensate third persons ("Solicitors") for referrals of investors for the funds that it manages out of the management fees that it receives from such investors. The compensation paid by HGA is for referring the potential investors to the funds that HGA manages. Such compensation is not passed through to the referred investors in any way. Services provided by the Solicitors could include making introductions, communicating with investors, and providing the investors with information and materials about the advisory services HGA provides to the funds. In no event will the services provided by Solicitors to HGA include investment advisory services. Such arrangements are generally governed by a written agreement between HGA and the Solicitor that (i) complies with Rule 206(4)-3 of the Investment Advisers Act and (ii) requires that investors be provided with copies of Part 2 of HGA's Form ADV and a separate disclosure of the referral arrangement.

Custody

Fund assets are held in custody by unaffiliated brokers and banks. However, HGA has access to the HMS Domestic accounts since HMSGP serves as its general partner. As discussed in the 'Review of Accounts' section, the fund administrator provides weekly pricing for the Umbrella Fund. The administrator also

provides written reports regarding the other funds managed by HGA to investors on a monthly basis. The custodian chosen by the client and HGA provide written reports regarding the separately managed accounts. In addition, within 120 days of the fund's fiscal year end, investors in the funds will receive an audited financial report setting forth a balance sheet of the fund and statement of the net income or net loss of the fund, as well as certain tax information for preparation of the investor's tax return. HGA does not directly send account statements to clients or fund investors. Rather, such statements are sent directly to clients and fund investors by the custodian. Investors should carefully review these statements upon receiving them.

Investment Discretion

Depending on the terms of the agreement that HGA has entered into with each client for whom it provides discretionary management, HGA may be given authority to make the following determinations without obtaining the consent of the client before the transactions is effected:

- which securities are to be bought or sold;
- the amount of the securities to be bought or sold;
- the broker or dealer to be used to buy or sell securities; or
- the commission rates to be paid for securities transactions.

HGA delegates certain investment discretion to HK per sub-advisory agreements. Investors are not permitted to place limitations on such discretionary authority. HGA exercises its discretionary authority through valid and executed power of attorney agreements contained within an investor's subscription documents.

Voting Client Securities

It is the policy of HGA that proxies be voted in a manner that is consistent with the interests of its clients, including each of its funds. For proxies to be voted by HGA, HGA utilizes the services of an outside third party, Institutional Shareholder Services ("ISS"), to vote its proxies pursuant to guidelines set by ISS and approved by HGA. Generally, all proxies to be voted by HGA are sent directly to ISS by the custodians of HGA's accounts. ISS does not inform HGA prior to voting a proxy. ISS is an agent of HGA and HGA retains the fiduciary duty to vote the proxies in the best interest of clients. HGA expects ISS to vote such proxies, as well as to maintain and make available appropriate proxy voting records, according to policies adopted by ISS which are in compliance with applicable law. HGA will, at least annually, review ISS's voting policies and compliance with such policies, and will periodically monitor its proxy voting. HGA will require ISS to promptly notify HGA of any material changes to its voting policies or practices. A copy of ISS's proxy voting policies is available upon request.

Occasionally, HGA may be subject to conflicts of interest in the voting of proxies due to business or personal relationships it maintains with persons having an interest in the outcome of certain votes. In situations where HGA perceives a material conflict of interest, HGA may disclose the conflict to the relevant client; defer to the voting recommendation of the clients or of an independent third party provider of proxy services; send the proxy directly to the client for a voting decision; or take such other action in good faith, in consultation with counsel, to determine the appropriate method to resolve the conflict in the interest of clients, based upon the particular facts and circumstances.

All appropriate records regarding proxy-voting activities are maintained by ISS. HGA makes its proxy voting records available to each of its clients, including each fund and its investors, as required by law.

Financial Information

HGA is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. HGA has not been the subject of a bankruptcy petition at any time during the past ten years.