

**Item 1 – Cover Page**

**Part 2A of Form ADV  
Brochure for:**

**Whale Rock Capital Management, LLC**

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**March 8, 2012**

**This brochure (the “Brochure”) provides information about the qualifications and business practices of Whale Rock Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (617) 502-9900 or via [brian@whalerockcapital.com](mailto:brian@whalerockcapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Whale Rock Capital Management is a registered investment adviser. Registration of an Investment Adviser does not imply any certain level of skill or training.**

**Additional information about Whale Rock Capital Management also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2 – Material Changes**

There have been no material changes to our brochure since our last submission on August 30, 2011.

### **Item 3 – Table of Contents**

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## **Item 4 – Advisory Business**

### **Description of the Advisory Firm**

Whale Rock Capital Management, LLC (“Whale Rock Capital” or “We”) is a Delaware limited liability company formed in March of 2006 primarily for the purpose of sponsoring and managing pooled investment vehicles. Alexander Sacerdote is the founder and managing member of Whale Rock Capital and is currently the Chief Executive Officer.

The pooled vehicles we sponsored and manage are Whale Rock Flagship Fund LP, Whale Rock Flagship Fund Ltd, and Whale Rock Flagship (AI) Fund LP (each, a “Fund”, and collectively, the “Flagship Funds”).

Whale Rock Flagship Fund LP was organized as a Delaware limited partnership in April 2006. The Fund commenced investment operations in May 2006 with the capital contributions of the founders and accepted investments from outside investors in June 2006. Whale Rock Flagship Fund Ltd. is a Cayman Islands exempted company. The Fund commenced investment operations in July 2006. Whale Rock Flagship (AI) Fund LP was organized as a Delaware limited Fund in April 2006 and commenced investment operations in June 2006.

The Funds offer interests (“Interests”) to certain qualified investors, as described in response to Item 7, below; such investors, limited partners or prospective investors are referred to herein as “Investors”).

### **Description of Advisory Services**

**Strategy** – We serve as the investment manager to the Flagship Funds pursuant to separate investment management agreements between each Fund and Whale Rock Capital. The investment objective of the Flagship Funds is to provide consistently superior, risk adjusted returns. The strategy will seek to achieve this objective primarily by investing both long and short in equity securities and related instruments of publicly traded issuers, with a focus on issuers in the technology, media and telecommunication sectors, although the Funds will invest outside of these sectors opportunistically. The Funds will seek to invest in securities of companies located around the world, but generally intends to have a significant United States concentration.

### **Client Tailored Services and Client Imposed Restrictions**

We do not tailor portfolio management services to the individual needs of Investors in the Funds.

### **Assets Under Management**

As of January 1, 2012 Whale Rock Capital had assets under management on a discretionary basis of **\$374,703,842**.

## **Item 5 – Fees and Compensation**

### **Management Fee**

We generally receive the following fees. We can waive or reduce the Management Fee and Performance Fee with respect to certain Investors.

**Domestic Funds (onshore)** - Whale Rock Capital will receive from the onshore Funds, a management fee (the “Management Fee”), payable quarterly in advance, in an amount equal to 0.375% (1.5% annualized) of the balance in each Investor’s capital account at the beginning of each calendar quarter.

**Offshore Funds** - Whale Rock Capital will receive from the offshore Funds a Management Fee, payable quarterly in advance, in an amount equal to 0.375% (1.5% annualized) of the net asset value of each Investor's interest in the Fund (before reduction for any Performance Allocation).

Whale Rock Capital will pro rate the management fee for interests held for less than a full quarter, and Investors will receive a refund of the management fee if they withdraw capital prior to the end of a quarter.

#### **Performance Allocation**

**Domestic Funds (onshore)** - At the end of each fiscal year, Whale Rock Capital will receive from the onshore Funds, a performance-based fee (the "Performance Allocation") equal to 20% of the aggregate net profits allocated to each Investor. The Fund maintains a loss recovery account for each Investor (adjusted for withdrawals), which will be debited with any aggregate net losses, if any, allocated to such Investor. We will not receive any Performance Allocation with respect to an Investor until such Investor has recovered all amounts debited to its loss recover account (as adjusted for withdrawals of capital). Profit Allocations are generally made annually but may be made more frequently upon the earlier withdrawal capital.

**Offshore Funds** – At the end of each fiscal year, Whale Rock Capital will receive from the offshore Funds a Performance Allocation equal to 20% the net asset value of each Investor's interest in the Fund, calculated and paid annually in a manner similar to the domestic Funds described above.

#### **Expenses**

Each Fund bears all costs and expenses related to its investments and its operations, including, without limitation, brokerage and other transaction costs, clearing and settlement charges, interest and commitment fees on debit balances or borrowings, borrowing charges on securities sold short, costs of any liability insurance obtained on behalf of the Fund, custody fees, costs of any litigation or investigation involving Fund activities, indemnification expenses, the Management Fee, consulting expenses, the fees and expenses of professionals providing services to the Fund, including legal, audit, accounting, tax and administration, any issue or transfer taxes chargeable in connection with any securities transactions, any entity level taxes, regulatory costs, filing and license fees, the costs of reporting and providing information to investors, Directors Fees and any extraordinary expenses. A portion of the Funds' operating expenses may be shared with other investment entities or accounts managed by Whale Rock Capital and our affiliates on an equitable basis. The Funds will incur brokerage and other transaction costs. See Item 12 in this Brochure for a description of brokerage related matters.

Organizational costs of each Fund and the costs incurred in connection with the initial issuance of interests, including legal and accounting fees, document production and printing costs, federal and state filing fees, and other related expenses, were paid for by the Fund and are being amortized by the Fund for financial reporting purposes over a period of five years. Whale Rock Capital or one of our affiliates may elect from time to time to pay certain of a Fund's expenses, including, but not limited to, organizational and other operating expenses.

The Management Fee, Performance Allocation and expenses are deducted from the Funds' assets.

#### **Item 6 - Performance-Based Fees and Side-By-Side Management**

Please refer to Item 5 for the description of our performance-based fees.

## **Item 7 – Types of Clients**

We provide investment advice to the Funds previously described. Investors in the funds include individuals, trusts, foundations, endowments, charitable organizations, pension plans and other unregistered funds.

The minimum investment in the Flagship Funds is \$1,000,000. The minimum investment in the onshore Funds may be modified by Whale Rock Capital. The minimum investment in the offshore Funds may be modified by the Board of Directors however in no case may an initial investment be less than \$50,000 in Whale Rock Flagship Fund Ltd., or such greater amount as prescribed by law.

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

**Strategy** – We serve as the investment manager to the Flagship Funds pursuant to separate investment management agreements between each Fund and Whale Rock Capital. The investment objective of the Flagship Funds is to provide consistently superior, risk adjusted returns. The strategy will seek to achieve this objective primarily by investing both long and short in equity securities and related instruments of publicly traded issuers, with a focus on issuers in the technology, media and telecommunication sectors, although the Funds will invest outside of these sectors opportunistically. The Funds will seek to invest in securities of companies located around the world, but generally intends to have a significant United States concentration.

Whale Rock Capital utilizes a fundamental, research driven approach and a disciplined investment process. We seek to identify technological, social and economic trends that generate significant product cycles and industry inflection points and then analyze the sub-sectors and/or companies with the most exposure (both positive and negative) to these trends. We seek to analyze the relevant information to understand the longer term valuation implications before the broader market does. Accordingly, our investment strategy is generally expected to be longer-term in nature. Once significant trends and inflection points are identified, we look for companies whose sales and profits will benefit from these trends and that have at least some of the following characteristics: strong business models and competitive advantages, underappreciated earnings power, reasonable valuations and good management.

On the short side, we look for companies that will be negatively impacted by these trends and also have some of the following characteristics: weak business models, deteriorating competitive positions, unreasonable valuations (although this is rarely sufficient in its own right), over-hyped business opportunities and poor management. Emphasis is put on balance sheet and cash flow analysis, particularly when free cash flow is significantly lower than net income. In addition to investing in companies that benefit from the identified trends, we are often attracted to other investment attributes, such as: turnarounds, management changes, value creating acquisitions, shareholder friendly capital structure actions, such as stock buybacks, and prudent use of leverage.

The Funds' investment strategy includes using leverage from time to time in pursuit of additional return. The Funds' are expected to have a net long bias.

### **Market and Investment Risks**

Investing in securities involves risk of loss that Funds and their Investors should be prepared to bear.

**Investment and Trading Risks.** An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that a Fund's investment program will be successful. We will be investing substantially all of the Fund's assets in securities, some of which may be particularly sensitive to economic, market, industry and other variable

conditions. No assurance can be given as to when or whether adverse events might occur that could cause immediate and significant losses to the Fund.

**Use of Leverage.** We may leverage a Fund's portfolio through margin and other debt in order to increase the amount of capital available for investments. Although leverage increases returns to the Investors if a Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to the Investors if a Fund fails to earn as much on such incremental investments as it pays for such funds. In the event that a Fund leverages its portfolio, fluctuations in the market value of the Fund's portfolio will have a significant effect in relation to the Fund's capital and the risk of loss and the possibility of gain will each be increased. In addition, when the Fund utilizes leverage, the level of interest rates generally, and the rates at which the Fund can borrow in particular, will be an expense of the Fund and therefore affect the operating results of the Fund. Leverage increases the risk of substantial losses (including the risk of a total loss of capital), and leverage can significantly magnify the volatility of the Fund's portfolio. The Funds may use short-term margin borrowing in purchasing securities positions. Such borrowing, if made, may result in certain additional risks to a Fund. For example, should the securities pledged to brokers to secure the Fund's margin accounts decline in value, the Fund could be subject to a "margin call" pursuant to which the Fund would be required to either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of a Fund's assets, the Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

**Short Sales.** "Short sales" are sales of securities a Fund borrows but does not actually own, usually made with the anticipation that the prices of the securities will decrease and the Fund will be able to make a profit by purchasing the securities at a later date at the lower prices. Whale Rock Capital may engage in short sales as part of hedging transactions or when it believes securities are overvalued. A Fund will incur a loss on a short sale if the price of the security increases prior to the time Whale Rock Capital purchases the security to replace the borrowed security. A short sale presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a "long" position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value creating a greater loss. In addition, the ability to continue borrowing the security is not guaranteed. If the short seller loses the ability to continue borrowing the security, a "buy-in" may occur, forcing the short seller to purchase the security at an inopportune moment.

**Smaller Cap Issuers.** A portion of a Fund's assets may be invested in issuers with smaller market capitalizations. While, in our opinion, the securities of smaller-cap issuers may offer the potential for greater capital appreciation than investment in securities of larger-cap issuers, securities of smaller-cap issuers also present greater risks. For example, some smaller issuers have limited product lines, markets, or financial resources and may be dependent for management on one or a few key persons. In addition, such issuers may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment analysts, and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of smaller-cap issuers generally are more sensitive to changes in earnings expectations, corporate developments, and market rumors than are the market prices of larger-cap issuers. Transaction costs in securities of smaller-cap issuers may be higher than in those of large-cap issuers.

**Equity Securities of Growth Companies.** A portion of a Fund's assets may be invested in equity securities of companies that Whale Rock Capital believes have potential for capital appreciation significantly greater than that of the market averages, so-called "growth" companies. The market capitalization of the growth companies in which a Fund will invest may range from small to large capitalizations. Growth stocks are generally more sensitive to market movements than other types of stocks, primarily because their stock

prices are based heavily on future expectations. Securities of growth companies may be traded in the over-the-counter ("OTC") markets. While OTC markets have grown rapidly in recent years, many OTC securities trade less frequently and in smaller volume than exchange listed securities. The values of these securities may fluctuate more sharply than exchange-listed securities, and a Fund may experience some difficulty in acquiring or disposing of positions in these securities at prevailing market prices.

**Undervalued Equity Securities.** The Funds' investment strategy focuses on investing in companies that Whale Rock Capital believes are undervalued, particularly from a longer-term perspective. Opportunities in undervalued equity securities arise from market inefficiencies or due to a lack of wide recognition of the potential impact (positive or negative) that specific events or trends may have on the value of a security. The identification of investment opportunities in undervalued securities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired, particularly given our desire to identify securities that are undervalued based on longer-term projections. While investments in undervalued securities offer the opportunities for above average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

**Hedging.** A Fund may utilize certain financial instruments and investment techniques for risk management or hedging purposes. There is no assurance that such risk management and hedging strategies will be successful, as such success will depend on, among other factors, Whale Rock Capital's ability to predict the future correlation, if any, between the performances of the instruments utilized for hedging purposes and the performance of the investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Fund's hedging strategies may also be subject to our ability to correctly readjust and execute hedges in an efficient and timely manner. There is also a risk that such correlation will change over time rendering the hedge ineffective. It may be more difficult to hedge a position in a smaller cap issuer than a larger-cap issuer. Whale Rock Capital may seek to hedge its exposure to any foreign currency, although it may choose not to do so in its discretion. A Fund's portfolio is not expected to be adequately hedged at all times and at various times Whale Rock Capital may elect to be more fully hedged and at other times hedged only to a limited extent, if at all. Accordingly, a Fund's assets may not be adequately protected from market volatility and other conditions.

**Illiquid Securities; Designated Investments.** A portion of a Fund's assets may be invested in illiquid or private securities. Such securities may have to be held for a substantial period of time before they can be liquidated, if at all. Market prices for such securities are often volatile and may not be ascertainable. The resale of restricted and illiquid securities often may have higher brokerage charges. In addition, certain illiquid and restricted investments may be segregated, and may represent capital not available for withdrawal by Investors. Such investments may be difficult to value.

**Limited Diversification; Focus in Technology, Media and Telecommunication.** It is anticipated that the Funds will focus on investing in companies in certain industries. Accordingly, such concentration could have a material adverse effect on the Funds including if any of the industries in which the Funds invest experiences adverse news. Although the Funds have certain self-imposed guidelines on diversification, there are no specific limits on Whale Rock Capital's investment discretion. This limited diversity could expose the Funds to significantly greater volatility than in a more diversified portfolio. Furthermore, these sectors, particularly technology and its many sub-sectors, have historically been subject to significant volatility.

**Arbitrage Transactions.** Whale Rock Capital may seek to purchase and simultaneously short two paired securities from the same industry or sector or in inversely related industries or sectors. These opportunities may arise due to, among other factors, our expectation of performance variances between two companies or by initial news or market shocks that we believe will be corrected in the short-to-intermediate term. However, there are no assurances that such arbitrage transaction will perform in the manner we expected.



**Counterparty Risk.** Some of the markets in which a Fund may effect transactions are "over-the counter" or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. This exposes a Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing a Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Fund has concentrated its transactions with a single or small group of counterparties. Counterparties in foreign markets face increased risks, including the risk of being taken over by the government or becoming bankrupt in countries with limited if any rights for creditors. A Fund is not restricted from concentrating any or all of its transactions with one counterparty. The ability of a Fund to transact business with any one or number of counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by a Fund. Counterparty risks also include the failure of executing brokers to honor, execute, or settle trades.

**Purchasing Securities of Initial Public Offering.** From time to time a Fund may purchase securities that are part of initial public offerings. The prices of these securities may be very volatile. The issuers of these securities may be undercapitalized, have a limited operating history, and lack revenues or operating income without any prospects of achieving them in the near future. Some of these issuers may only make available a limited number of shares for trading and therefore it may be difficult for the Fund to trade these securities without unfavorably impacting their prices. In addition, investors may lack extensive knowledge of the issuers of these securities. A Fund may invest in securities that are "new issues," as defined by FINRA Rule 5130(i)(9). The FINRA Rules restricts certain persons from participating in "new issues." FINRA Rule 5130 also contains a de minimis exemption to permit the allocation of profits and losses from new issues to such restricted persons to accommodate accounts with only a small percentage of restricted persons. The Funds currently intend to rely on such exemption.

**Risks of Investments in Options.** Investing in options can provide greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (*i.e.*, the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (*i.e.*, sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value. Over-the-counter options that a Fund may use in its investment strategies generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The over-the-counter market for options is relatively illiquid, particularly for relatively small transactions.

**Derivative Investments.** Derivative instruments or "derivatives" include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement may expose the Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding

derivatives contracts. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent Whale Rock Capital from promptly liquidating unfavorable positions and subject a Fund to substantial losses.

The general partners of the Funds are exempt from registration with the Commodity Futures Trading Commission as a commodity pool operator pursuant to Rule 4.13(a)(4) under the Commodity Exchange Act, as amended, because participation in the Funds is limited to certain classes of investors recognized under the federal securities and commodity laws. Unlike a registered commodity pool operator, the general partner of each Fund is not required to deliver a disclosure document and a certified report to participants in the Fund.

**Forward Trading.** Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements, and speculative position limits are not applicable. For example, there are no requirements with respect to record-keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the dealer or contracting counterparty to fulfill its contract. As a result, trading in interbank foreign exchange contracts may be subject to more risks than futures or options trading on regulated exchanges, including, but not limited to, the risk of default due to the failure of a counterparty with which the Fund has forward contracts. Although Whale Rock Capital seeks to trade with responsible counterparties, failure by a counterparty to fulfill its contractual obligation could expose a Fund to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices on contracts with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any currency market traded by a Fund due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which Whale Rock Capital would otherwise recommend, to the possible detriment of a Fund. Market illiquidity or disruption could result in significant losses to a Fund.

**Foreign Securities.** A Fund may invest directly in securities of non-U.S. issuers. Foreign securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the United States and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of a Fund’s assets denominated in that currency and thereby impact upon a Fund’s total return on such assets. Investments in foreign securities will also occasion risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of Fund assets and any effects of foreign social, economic or political instability. Foreign companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, foreign companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price

changes may be more volatile. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange scrutiny and regulation than their American counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher on foreign markets than in the U.S.

**Portfolio Turnover.** At times and in response to market conditions we may employ frequent trading, which can result in higher investment costs and charges to the Fund.

### **Item 9 – Disciplinary Information**

Neither Whale Rock Capital nor any of Whale Rock Capital’s management persons have had any legal or disciplinary events that would be material to a client’s evaluation of Whale Rock Capital or the integrity of Whale Rock Capital’s management.

### **Item 10 – Other Financial Industry Activities and Affiliations**

Whale Rock Capital Partners LLC, a Delaware limited liability company and an affiliate of the Whale Rock Capital, is the general partner of Whale Rock Flagship Fund LP and Whale Rock Flagship (AI) Fund LP.

Whale Rock Capital, our affiliates and their members, officers and employees may engage in other business activities, including providing investment management and advisory services to other accounts, and shall not be required to refrain from any activity, to disgorge profits from any such activity or to devote all or any particular amount of time or effort of any of their officers, directors or employees to a Fund and its affairs. Any such accounts may pursue a substantially similar investment strategy as that of another Fund.

Certain of our principals and employees currently serve and may serve in the future on the boards of directors of certain publicly traded companies. The Funds will be restricted from transacting in securities of such issuers. We have responsibility for valuing each Fund’s securities. A conflict may arise with respect to this responsibility given the fact that the Performance Allocation payable to us is based on such valuations.

### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Whale Rock Capital has adopted a Code of Ethics (“Code”) that describes the standards of business conduct that it requires of Supervised Persons (“Supervised Persons” includes directors, officers and partners of Whale Rock Capital, or other persons occupying a similar status or performing similar functions, employees of Whale Rock Capital, and any other person who provides advice on behalf of Whale Rock Capital and is subject to our supervision and control) and establishes procedures intended to prevent Whale Rock Capital, and its Supervised Persons, from inappropriately benefiting from Whale Rock Capital’s relationships with its clients.

The Code provides that:

- (i) Whale Rock Capital’s clients’ interests come before Whale Rock Capital’s or Supervised Persons’ interests;
- (ii) Whale Rock Capital must disclose to clients all material facts about conflicts of which it is aware between Whale Rock Capital’s and its Supervised Persons’ interests on the one hand and clients’ interests on the other;
- (iii) Supervised Persons must operate on Whale Rock Capital’s and their own behalf consistently with Whale Rock Capital’s disclosures to and arrangements with clients regarding conflicts and its efforts to manage the impacts of those conflicts;

- (iv) Whale Rock Capital and its Supervised Persons must not take inappropriate advantage of Whale Rock Capital's clients or their positions of trust with or responsibility to clients, and;
- (v) Whale Rock Capital and its Supervised Persons must comply with all applicable securities laws.

The Code generally prohibits employees from trading in any securities held by client accounts. Whale Rock Capital monitors all Supervised Persons' securities transactions: Supervised Persons must arrange for duplicate copies of their brokerage statements and trade confirmations to be sent to Whale Rock Capital's Compliance Consultants, Gordian Compliance Solutions, LLC who in turn report to Whale Rock Capital's Chief Compliance Officer.

The Code requires Supervised Persons to make a written request and receive clearance from our Chief Compliance Officer before they buy or sell any security (other than certain government securities, shares of mutual funds or ETFs not managed by Whale Rock Capital, and certain other types of securities that Whale Rock Capital does not believe create a potential for conflicts of interest). Pre-cleared transactions must be completed within a specified time frame. The Code also contains restrictions on and procedures to prevent trading while Whale Rock Capital is in possession of material nonpublic information.

Whale Rock Capital will provide a copy of its Code of Ethics to any client or prospective client upon request. Such a request may be made by submitting a written request to Whale Rock Capital at the address on the cover page to this brochure.

**Participation or Interest in Client Transactions.** Neither Whale Rock Capital nor our officers, partners, directors, or employees may recommend to clients, or buy or sell for client accounts, securities in which they have a material financial interest

**Personal Securities Transactions.** Whale Rock Capital, our officers, partners, directors, and employees may:

- Invest in the same in the same securities that they recommend to clients. This involves a conflict of interest because they will have an incentive to prefer their own interests. Whale Rock Capital addresses this conflict by requiring employees to sign and adhere to Whale Rock Capital's Code of Ethics and to report personal securities holdings and transactions to Whale Rock Capital.
- Recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that they buy or sell the same security for their own account. This involves a conflict of interest because they will have an incentive to execute orders in front of their clients. Whale Rock Capital addresses this conflict by requiring employees to sign and adhere to Whale Rock Capital's Code of Ethics and to report personal securities holdings and transactions to Whale Rock Capital.

## Item 12 – Brokerage Practices

We are responsible for selecting broker-dealers to execute trades and negotiating any commissions paid on such transactions. Our primary consideration in placing transactions with particular broker-dealers is to obtain execution in the most effective manner possible. We also take into account a variety of other factors, including the financial strength, integrity and stability of the broker-dealer and the commissions charged. We may also consider the quality, comprehensiveness and frequency of available research and other products and services considered to be of value. The products and services furnished by broker-dealers may include, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; and statistics and pricing or appraisal services, discussion with research personnel, special execution capabilities, order of call and the availability of stocks to borrow for short trades. We are authorized by the Funds to pay higher prices for

the purchase of securities from, or accept lower prices for the sale of securities to, brokerage firms that provide us with such research and trading relating products and services or to pay higher commissions to such firms if we determine that such prices or commissions are reasonable in relation to the overall services provided. Accordingly, a Fund may be deemed to be paying for research and other products and services with “soft” or commission dollars. Except as described below with respect to certain arrangements with Conifer Securities, it is anticipated that the use of commissions or “soft dollars” to pay for research products or services will fall within the safe harbor created by Section 28(e) of the U.S. Securities Exchange Act of 1934. Under Section 28(e), research obtained with soft dollars generated by a Fund may be used by us to service accounts other than the Fund. Where a product or service obtained with soft dollars provides both research and non-research assistance to us, we will make a reasonable allocation of the cost which may be paid for with soft dollars.

Whale Rock Capital currently uses “soft dollars” to the benefit of all Funds’ accounts, and we seek to allocate such benefits proportionately. The “soft dollar” benefits we received last year were resources that assist us in the deep fundamental research we perform on our investments. Examples of these resources include access to management teams, sell side investment research, and access to sell side analysts. Also included are specialized research platforms that allow us to monitor positions, aggregate research, and gain access to a large amount of sell side research and company filings. Whale Rock evaluates the resources we receive on a quarterly basis to ensure adequate value is being received for commission dollars spent.

When brokerage commissions relating to transactions for Funds are used to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services. We may have an incentive to select a broker-dealer based on our interest in receiving the research or other products or services, rather than on the Funds’ interest in receiving most favorable execution.

Each Fund has an account established at one (or more) prime brokers for the prime broker to clear and settle each Fund’s securities and options transactions. Settlement functions normally include, among other matters, arranging for (i) the receipt and delivery of securities purchased, sold, borrowed and loaned, (ii) the making and receiving of payments, (iii) custody of securities fully paid for or not fully paid for and (iv) custody of all cash, dividends and exchanges, distributions and rights accruing to the Fund’s account. Each Fund may utilize other prime brokers from time to time. Each Fund is not committed to continue its relationship with the prime broker for any minimum period and the Fund may, in its sole discretion, select other brokers to act as prime broker to the Fund. The prime broker will generally maintain custody of each Fund’s securities, although in certain instances other brokers that execute transactions for a Fund will maintain custody of a Fund’s assets.

The prime broker may provide services to us distinct from the custodial, lending and related services the prime broker provides to the Funds. The prime broker or a broker may introduce us to prospective investors for one or more Funds and other accounts. To the extent that we receive such services, conflicts may exist between our interests and the interests of the relevant Fund, including that we may have an incentive to select a prime broker or broker based on our interest in receiving client referrals, rather than on a Fund’s interest in receiving most favorable execution. We believe that the rates of compensation paid to the prime broker and to brokers by the Funds are reasonable and competitive with rates charged by other prime brokers and brokers for services of comparable quality.

Furthermore, the commissions paid to Conifer (as described below) by the Fund for executing securities transactions could be in excess of the commissions that the Fund would pay to other brokers, provided, however, that we believe that the services provided by Conifer, including for execution services, are beneficial to the Fund.

We do not direct client transactions to a particular broker-dealer in return for client referrals. We do not recommend, request, require or permit a client to direct us to execute transactions through a specified broker-dealer.

We will not engage in cross trades between funds as such trades could potentially pose a conflict of interest for one or more of our clients.

The investment programs of the Funds include trading as well as investments, and short-term market considerations frequently are involved. The turnover of a Fund's portfolio (and the concomitant brokerage, custodial and other transaction costs and expenses) is greater than the turnover rates (and transaction costs and expenses) of many other types of investment vehicles.

Each Fund may not always invest in the same securities and Funds with similar strategies may not always invest proportionately due to, among other factors, the cash availability of each Fund and certain tax considerations. Allocation of investment opportunities among the Funds and any other accounts will be made in our judgment based upon the investment objectives and investment portfolio of each Fund and such other accounts. When the purchase and sale of securities is considered to be in the best interest of more than one Fund, the securities to be purchased or sold may be aggregated in order to obtain superior execution and/or lower brokerage expenses. Execution prices for identical securities purchased or sold on behalf of multiple accounts in any one business day may be averaged. In such instances, allocation of prices, as well as expenses incurred in the transaction, shall be made in a manner that we consider to be equally as favorable to a Fund as to any other party.

Each Fund has entered into a Services Agreement (the "Services Agreement") with Conifer Securities LLC ("Conifer"), a broker-dealer registered with FINRA. Under the Services Agreement, Conifer provides various operational, accounting, and administration support services to each Fund, including (i) calculating the Fund's capital accounts or NAV of shares in accordance with their respective governing documents; (ii) reconciling the Fund's accounts on a daily basis and resolving "trade breaks"; (iii) monitoring the settlement and clearing of trades by the prime broker; (iv) providing electronic communication and reporting services for the Fund; and (v) maintaining the financial records of the Fund. Each Fund pays Conifer fees for the services that Conifer provides to the Fund calculated as basis points of assets under management, subject to an annual minimum amount.

It is anticipated that Conifer will be responsible for processing many or all of a Fund's securities transactions through the prime broker. Conifer may also execute a portion of these transactions and, for each of these transactions, Conifer will receive as compensation a commission paid by the Fund.

Conifer also provides certain administrative services to Whale Rock Capital pursuant to a separate agreement between us and Conifer (including maintenance of books and records and certain accounting functions) and other products and services. We pay for such services and overhead at a rate which it believes is consistent with market rates. However, to the extent that Conifer executes and/or processes a Fund's securities transactions, and to the extent Whale Rock Capital or the Fund receives Conifer's services at rates that are on better terms than those otherwise available, we could be deemed to have directed a Fund's transactions to Conifer in return for Conifer's providing such services.

## **Item 13 – Review of Accounts**

### **Review of Accounts**

The Fund portfolios are reviewed on a regular basis (typically daily) to ensure appropriate exposure and risk levels based on market conditions. This review is done via a real time portfolio monitoring tool provided to us through the Eze Castle OMS System. On a monthly basis, Brian Falahee, Chief Financial Officer and Chief Compliance Officer, reviews each Fund to ensure that investment activities comply with the restrictions of the offering documents and to reconcile positions, valuations, cash, corporate actions, and performance between custodians and Whale Rock Capital's books and records.

### **Reports**

Each Investor receives the following reports:

Monthly:

- An unaudited estimate of net fund performance
- A capital statement showing individual Investor returns and activity
- Summary statement regarding the Fund which details historical fund performance, exposures, and risk statistics.

Quarterly:

- A letter from Whale Rock Capital's managing member.

Yearly:

- Audited fund financial statements
- Schedule K-1s.

#### **Item 14 – Client Referrals and Other Compensation**

Whale Rock Capital does not receive any economic benefit from a person who is not a client for providing investment advice or other advisory services to Whale Rock Capital's clients. Whale Rock Capital does not directly or indirectly compensate any person who is not a supervised person for client referrals.

However, the Funds, Whale Rock Capital and our affiliates reserve the right to enter into agreements with one or more third parties providing for, among other things, (i) payments to such third parties of a fully disclosed sales charge which may be paid from the investments of certain investors that agree thereto or (ii) payments by us to one or more of such third parties of a one-time or ongoing fee based upon the capital contributions of certain investors.

#### **Item 15 – Custody**

Custody of each Fund's assets is maintained with a prime broker or other broker. Each Fund is audited annually and Investors in each Fund are sent the audited financial statements within 120 days following the end of the Fund's fiscal year end. The audit is conducted by a Public Company Accounting Oversight Board (PCAOB) accountant.

#### **Item 16 – Investment Discretion**

As the investment adviser to the Funds, Whale Rock Capital has broad discretion, without limitation, to determine the:

- securities to be bought or sold for the Funds' accounts;
- amount of securities to be bought or sold for the Funds' accounts;
- broker or dealer to be used for a purchase or sale of securities for the Funds' accounts; and
- commission rates to be paid to a broker or dealer for the Funds' securities transactions.

Each Investor authorizes such discretion in the Funds' governing documents.

#### **Item 17 – Voting Client Securities**

Whale Rock Capital has adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of our clients, in accordance with ERISA, our fiduciary duties and SEC Rule 206(4)-6 under the Investment Advisers Act of 1940. In situations where there may be a conflict of interest between Whale Rock Capital's general proxy voting policy and the interests of the client, we will cast the vote in accordance with the client's interests. Whale Rock Capital's authority to vote the proxies of our clients is established in our investment management agreements or comparable documents, and our proxy voting guidelines have been tailored to reflect these specific contractual obligations. In accordance with SEC Rule 206(4)-6 of the Investment Advisers Act of 1940, Whale Rock Capital will provide a copy of our proxy voting policy to any Investor in a fund, or any other

client or prospective client, upon request. Clients may request a copy of our proxy voting policy, as well as information regarding how Whale Rock Capital voted proxies on behalf of a Fund in which such Investor holds an interest, by contacting Whale Rock Capital using the contact information on the cover page of this brochure.

Whale Rock Capital has granted Glass, Lewis & Co. ("Glass Lewis") power of attorney to vote our proxies according to the best interests of shareholders. Generally Whale Rock Capital will vote in accordance with Glass Lewis' recommendation; however Whale Rock Capital retains the ability to override the vote if we do not agree with Glass Lewis' recommendations.

The Employee Retirement Income Security Act (ERISA) requires fiduciaries to act "solely in the interest of the participants and beneficiaries of the plan" and "for the exclusive purpose of providing benefits to and defraying reasonable expenses of administering the plan." While ERISA is silent on proxy voting, the Labor Department has held that the right to vote shares of stock owned by a pension plan is an asset of the plan. Therefore, the fiduciary's responsibility to manage the assets includes proxy voting.

### **Item 18 – Financial Information**

Whale Rock Capital has no financial commitment that is reasonably likely to impair its ability to meet contractual commitments to clients.