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

**VINIK ASSET MANAGEMENT, L.P.**

July 17, 2012

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*This brochure (“Brochure”) provides information about the qualifications and business practices of Vinik Asset Management, L.P. (“Vinik”). If you have any questions about the contents of this Brochure, please contact us at (617) 204-5400 or [compliance@vamboston.com](mailto:compliance@vamboston.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.*

*Vinik is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

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

*This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities.*

## **ITEM 2**

### **MATERIAL CHANGES**

Below is a summary of material changes that were made to Part 2A of Vinik's Form ADV (the "Brochure") dated February 14, 2012.

The Brochure was updated to reflect:

1. that Vinik opened an additional office in Los Angeles, California ("Advisory Firm," Item 4);
2. that David B. Iben and Gerard J. Coughlin became limited partners of Vinik and managing members of Vinik's general partner ("Advisory Firm," Item 4);
3. that Vinik condensed the various private funds it advises into a total of three funds (two domestic and one offshore) that follow substantially similar investment programs on a side-by-side basis ("Advisory Firm," Item 4);
4. the revised amount of assets under management ("Advisory Firm," Item 4);
5. the amended management fees and incentive allocations amounts for the three funds ("Fees and Compensation," Item 5);
6. that Vinik was restructured by creating two portfolio management teams to advise the Funds – the Growth Team investing predominantly in U.S. listed equities and the Global Value Team investing predominantly in U.S. and international equities - with Vinik's chief investment officer, Jeffrey N. Vinik, overseeing the entire portfolio ("Methods of Analysis, Investment Strategies and Risk of Loss," Item 8);
7. various other changes to the methods of analysis, investment strategies and risks ("Methods of Analysis, Investment Strategies and Risk of Loss," Item 8).

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## **ITEM 4**

### **ADVISORY BUSINESS**

#### **A. General Description of Advisory Firm.**

Vinik, a Delaware limited partnership, commenced operations in 1996 and currently maintains offices in Boston, Massachusetts and Los Angeles, California. Jeffrey N. Vinik, Michael S. Gordon, Mark D. Hostetter, David B. Iben and Gerard J. Coughlin, as limited partners of Vinik and as the managing members of the general partner of Vinik, Vinik Asset Management, L.L.C., a Delaware limited liability company (the “Investment Adviser General Partner”), are the principal owners of Vinik and jointly control Vinik and the Investment Adviser General Partner.

#### **B. Description of Advisory Services.**

##### **1. Advisory Services.**

Vinik serves as the management company with discretionary trading authority for private pooled investment vehicles, the securities of which are offered to investors on a private placement basis (each, a “Fund” and collectively, the “Funds”). The Funds include (1) Vinik Partners, L.P., a Delaware limited partnership (“Vinik Partners”), (2) Vinik Fund, L.P., a Delaware limited partnership (“Vinik Fund,” and, together with Vinik Partners, the “Domestic Funds”), and (3) Vinik Offshore Fund, Ltd., a Cayman Islands exempted company (“Vinik Offshore Fund”). The Funds follow substantially similar investment programs on a side-by-side basis.

VGH Partners, L.L.C., a Delaware limited liability company affiliated with Vinik (the “Fund General Partner”), serves as the general partner of the Domestic Funds.

As used herein, the term “client” generally refers to each Fund.

*This Brochure generally includes information about Vinik and its relationships with its clients. While much of this Brochure applies to all such clients, certain information included herein applies to specific clients only.*

##### **2. Investment Strategies and Types of Investments.**

*The descriptions set forth in this Brochure of specific advisory services that Vinik offers to clients, and investment strategies pursued and investments made by Vinik on behalf of its clients, should not be understood to limit in any way Vinik’s investment activities. Vinik may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Vinik considers appropriate, subject to each client’s investment objectives and guidelines. The investment strategies Vinik pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

Vinik uses a fundamental, research-intensive approach, which often includes direct contact with senior management at companies whose securities are being considered as potential investments. Vinik’s principal investment objective is to achieve capital

appreciation primarily through investments in equity securities, other equity-related instruments and fixed income securities. Vinik employs two portfolio management teams – the Growth Team and the Global Value Team. Vinik’s chief investment officer, Jeffrey N. Vinik, oversees the Funds’ entire portfolio.

The Growth Team predominantly invests in long positions in U.S. listed equities, although investments may be made in non-U.S. securities. Long positions will be taken in securities of companies which the Growth Team's portfolio managers believe to be attractively valued, with an emphasis on companies likely (in the Growth Team's view) to achieve earnings above consensus expectations. Short positions will be taken in securities of companies which, in the view of the Growth Team portfolio managers, are overvalued by the market, with an emphasis on companies likely (in the Growth Team's view) to achieve earnings below consensus expectations or showing deteriorating financial positions.

The Global Value Team will predominantly invest in long positions in equity investments and other securities, including U.S. and international equities and fixed income securities. Long positions will be taken in securities of companies which the Global Value Team's portfolio managers believe to be attractively valued, with an emphasis on securities (in the Global Value Team's view) selling at significant discounts to their intrinsic value (as determined by the analysis of the Global Value Team portfolio managers). Short positions will be taken in the securities of companies which, in the view of the Global Value Team portfolio managers, are overvalued by the market, with an emphasis on securities (in the Global Value Team's view) selling at significant premiums to their intrinsic values (as determined by the Global Value Team portfolio managers).

The Growth Team will invest predominantly in U.S. listed equities, while the Global Value Team will invest both in U.S. and overseas securities. Both teams (and Vinik’s chief investment officer, Mr. Vinik) intend to use broad market and/or industry exchange traded funds to hedge the portfolio or to take advantage of short term or long term opportunities. In addition to the emphasis on fundamental analysis discussed above, Vinik may also use technical analysis to screen for potential investments and to monitor current positions.

Please see Item 8 for a further description of the investment strategies employed by Vinik.

C. Availability of Customized Services for Individual Clients.

Vinik’s investment decisions and advice with respect to each Fund are subject to each Fund’s investment objectives and guidelines, as set forth in its offering documents.

D. Assets Under Management.

Vinik manages approximately \$6.74 billion as of July 1, 2012 on a discretionary basis. As of July 1, 2012, Vinik does not manage any assets on a non-discretionary basis.

## **ITEM 5**

### **FEES AND COMPENSATION**

#### **A. Advisory Fees and Compensation.**

The fees applicable to each Fund are set forth in detail in each Fund's offering documents. A brief summary of such fees is provided below.

##### **1. Domestic Funds**

###### **Management Fee**

*Vinik Fund* - Generally, Vinik Fund pays Vinik a quarterly management fee on the first day of each fiscal quarter equal to (i) 0.50% (2.0% per annum), (ii) 0.4375% (1.75% per annum), (iii) 0.375% (1.50% per annum), or (iv) 0.25% (1.0% per annum) (depending on the class of interests) of each investor's capital account for such fiscal quarter.

*Vinik Partners* - Generally, Vinik Partners pays Vinik a quarterly management fee on the first day of each fiscal quarter equal to 0.50% (2.0% per annum) of each investor's capital account for such fiscal quarter.

The management fees will be prorated for any capital contribution or withdrawal by an investor that is effective other than as of the first day of a quarter. In the event of a withdrawal by an investor other than as of the last day of a quarter, Vinik will pay the relevant Fund an amount equal to the *pro rata* portion of the management fee, based on the actual number of days remaining in such quarter, and that Fund will distribute such amount to the withdrawing investor. In the sole discretion of the Fund General Partner, the management fee may be waived, reduced or calculated differently with respect to certain investors.

###### **Incentive Allocation**

*Vinik Fund* - Generally, at the end of each fiscal year, the Fund General Partner is entitled to an incentive allocation equal to 20% of the net capital appreciation (which includes both realized gains and losses and unrealized appreciation and depreciation) allocated to an investor's capital account for such fiscal year after deducting the management fee debited to such investor's capital account for such fiscal year, subject to a loss carryforward mechanism.

*Vinik Partners* - Generally, at the end of each fiscal year, the Fund General Partner is entitled to an incentive allocation equal to 7.5% or 20% (depending on the class of interests) of the net capital appreciation (which includes both realized gains and losses and unrealized appreciation and depreciation) allocated to an investor's capital account for such fiscal year after deducting the management fee debited to such investor's capital account for such fiscal year, subject to a loss carryforward mechanism.

In the event that any of the Domestic Funds is terminated or an investor withdraws other than at the end of a fiscal year, then for purposes of determining the incentive allocation allocable at such time to the Fund General Partner, net capital appreciation will be determined as if such dates were the end of the fiscal year, subject to

certain adjustments. In the sole discretion of the Fund General Partner, the incentive allocation may be waived, reduced or calculated differently with respect to certain investors, including any principal, employee or affiliate of the management company, the General Partner or any family member of such person.

## **2. Offshore Fund**

### **Management Fee**

*Vinik Offshore Fund* - Generally, Vinik Offshore Fund pays Vinik a quarterly management fee on the first day of each fiscal quarter equal to (i) 0.50% (2.0% per annum), (ii) 0.4375% (1.75% per annum), (iii) 0.375% (1.50% per annum), or (iv) 0.25% (1.0% per annum) (depending on the class of shares) of the net asset value of each series of shares as of the beginning of such fiscal quarter.

The management fee will be prorated for any subscription or redemption by an investor that is effective other than as of the first day of a quarter. In the event of a redemption by an investor other than as of the last day of a quarter, Vinik will pay the relevant Fund an amount equal to the *pro rata* portion of the management fee, based on the actual number of days remaining in such quarter, and that Fund will distribute such amount to the redeeming investor. In the sole discretion of Vinik, the management fee may be waived, reduced or calculated differently with respect to certain investors.

### **Incentive Fee**

*Vinik Offshore Fund* - Generally, at the end of each fiscal year, Vinik is entitled to an incentive fee in an amount equal to 20% of the net realized and unrealized appreciation in the net asset value of each series of shares, adjusted for any redemption of shares in the series made during the year and any accruals of the incentive fee and subject to a loss carryforward mechanism.

In the event that shares are redeemed other than at the end of a fiscal year, the incentive fee will be determined solely with respect to the shares so redeemed as of the redemption date. In the sole discretion of Vinik, the incentive fee may be waived, reduced or calculated differently with respect to certain investors.

#### **B. Payment of Fees.**

Fees and compensation paid to Vinik or its affiliates by the Funds are generally deducted from the assets of the applicable Fund. As discussed above, management fees are generally deducted on a quarterly basis and incentive compensation is generally deducted on an annual basis.

#### **C. Additional Fees and Expenses.**

Not all of the clients bear all of the expenses set forth below, however the following sets forth the expenses that the clients may bear: To the extent permitted under the applicable offering documents, each client bears its own operating and other expenses, including, but not limited to, the management fee; the incentive fee; fees and salaries of directors, officers and other employees; fees and disbursements of the administrator; payment of taxes; organization and conduct of its directors' and shareholders' meetings (including



expenses incurred in connection with the attendance of a representative of Vinik at such meetings) and the preparation and distribution of all of its investors' reports and other communications with investors; the calculation of the net asset value of the client and its investors' accounts and the publication thereof; issuing, transferring and redeeming each account, or portion thereof, and paying dividends or making other distributions thereon; investment expenses (expenses which Vinik determines to be directly related to the investment of the client's assets, such as brokerage commissions, interest expenses, consulting expenses and fees to professionals incurred in connection with structuring investments); legal fees and disbursements, including legal fees and disbursements of counsel to the members of the Board of Directors of a client; maintenance of all of its corporate records and books of account, including, without limitation, accounting, auditing and tax preparation fees and disbursements; organizational expenses, expenses relating to the offer and sale of shares or interests of the client, and solicitation of sales and acceptance of subscriptions for all shares or interests of the client; its communications with the public; other operations and expenses not related to functions assumed by Vinik; overhead expenses, including, without limitation, rent, insurance, equipment, salaries, postage and telephone; and other expenses associated with the operation of the client.

D. Additional Compensation and Conflicts of Interest.

Neither Vinik nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

**ITEM 6**  
**PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The percentage amounts upon which performance-based fees that Vinik and its affiliates accept from clients are calculated differently among clients. As a result, Vinik and its affiliates may have an incentive to allocate limited investment opportunities, such as newly issued public equities, to the clients from whom the greatest performance-based fees may be earned. Vinik has a trade allocation policy that addresses this conflict of interest and is described in Item 11 herein. In addition, it should be noted that the majority of the investments made by Vinik are in publicly-traded securities that are readily available and hence can be purchased for each client up to the maximum amount that is deemed to be appropriate.

**ITEM 7**  
**TYPES OF CLIENTS**

Vinik provides investment advice to Funds, as described above.

## ITEM 8

### METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

#### A. Methods of Analysis and Investment Strategies.

*The descriptions set forth in this Brochure of specific advisory services that Vinik offers to clients, and investment strategies pursued and investments made by Vinik on behalf of its clients, should not be understood to limit in any way Vinik's investment activities. Vinik may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Vinik considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies Vinik pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

The Funds' principal investment objective is to achieve capital appreciation primarily through investments in equity securities, other equity-related instruments and fixed income securities. The construction of the Funds' portfolio is rooted in detailed bottom-up securities analysis. Vinik employs two portfolio management teams – the Growth Team and the Global Value Team. Jeffrey N. Vinik, the chief investment officer of Vinik, oversees the entire portfolio.

The Growth Team predominantly invests in long positions in U.S. listed equities, although investments may be made in non-U.S. securities. Long positions will be taken in securities of companies which the Growth Team's portfolio managers believe to be attractively valued, with an emphasis on companies likely (in the Growth Team's view) to achieve earnings above consensus expectations. Short<sup>1</sup> positions will be taken in securities of companies which, in the view of the Growth Team portfolio managers, are overvalued by the market, with an emphasis on companies likely (in the Growth Team's view) to achieve earnings below consensus expectations or showing deteriorating financial positions.

The Global Value Team will predominantly invest in long positions in equity investments and other securities, including U.S. and international equities and fixed income securities. Long positions will be taken in securities of companies which the Global Value Team's portfolio managers believe to be attractively valued, with an emphasis on securities (in the Global Value Team's view) selling at significant discounts to their intrinsic value (as determined by the analysis of the Global Value Team portfolio managers). Short positions will be taken in the securities of companies which, in the view of the Global Value Team portfolio managers, are overvalued by the market, with an emphasis on securities (in the

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<sup>1</sup> A short sale involves the sale of a security that a Fund does not own with the expectation of purchasing the same security (or a security exchangeable therefor) at a later date at a lower price. To make delivery to the buyer, the Fund must borrow the security, and the Fund is obligated to return the security to the lender which is accomplished by a later purchase of the security by the Fund. In the United States, when a short sale is made, the seller must leave the proceeds thereof with the broker and it must also deposit with the broker an amount of cash or United States Government securities sufficient under current margin regulations to collateralize its obligations to replace the borrowed securities that have been sold. If short sales are effected on a non-U.S. exchange, such transactions will be governed by local law. A short sale involves the theoretically unlimited risk of an increase in the market price of the security that would result in a theoretically unlimited loss.

Global Value Team's view) selling at significant premiums to their intrinsic values (as determined by the Global Value Team portfolio managers).

The Funds also invest in, or may invest in, a variety of equity and equity related securities, fixed income securities and other financial instruments such as options, futures (with an emphasis on financial futures and subject to the regulatory requirements described below), forward contracts and swaps, which may be used to attempt to hedge existing long and short positions, as well as for independent profit opportunities. The Funds' portfolio may include any other instruments deemed appropriate by Vinik, including broad market and/or industry exchange traded funds to hedge the portfolio or to take advantage of short term or long term opportunities.

The Funds' investment strategy is based upon a research-intensive security selection process, which often includes direct contact with senior management at companies whose securities are being considered as potential investments. While attention is paid to general macro-economic and financial market conditions (with a macro overlay provided by the chief investment officer), Vinik believes that the underlying stock selection process is the critical determinant to achieving superior investment results. Vinik generally develops proprietary earnings models for issuers in which the Funds invest.

In addition to the emphasis on fundamental analysis discussed above, Vinik may also use technical analysis to screen for potential investments and to monitor current positions. Securities of all market capitalizations may be included in the portfolio, including small-to-mid capitalization companies. When deemed appropriate by Vinik, the Funds engage in short-term trading to take advantage of opportunities in the financial markets.

Short positions are independently viewed by Vinik as profit opportunities for the Funds as well as a degree of protection against a declining market. The size of the Funds' short positions varies from time to time. While Vinik believes a net long bias is appropriate for the best long term capital appreciation, Vinik also feels that a net short position will be held when warranted by market opportunities and/or specific investment opportunities.

While the Funds do not have firm rules related to diversification, and portfolio holdings may be concentrated in those industries or sectors which Vinik believes offers the best opportunity for capital appreciation generally, the following guidelines (in each case measured by net asset value at the time a position is entered into), subject to amendment by the chief investment officer (and without notification to Limited Partners), will apply:

- Top long position: 5%
- Top 10 long positions: 30%
- Top short position: 3%
- Top 10 short positions: 20%
- Industry maximum: 25%
- Corporate fixed income maximum: 20%
- Sovereign fixed income maximum: 20%
- Liquidity: 60% of total portfolio can be liquidated within five days using 25% of average trading volume over past 22 days
- Emerging markets (total): 30%
- Emerging markets (by country): 10%

A portion of the Funds' investments may also be in "restricted" or otherwise illiquid securities. Although the Funds are not subject to any particular restrictions on the amount of assets that they may invest in illiquid securities, Vinik intends to invest in such securities on a limited basis and considers the liquidity of a security in weighing the risks against the potential for profit presented by a particular investment opportunity.

The Funds also utilize leverage to take advantage of market opportunities. The use of leverage enables the Funds to increase their buying power. The Funds may borrow money from banks or brokerage firms, purchase securities on margin, as well as finance positions and lend funds through repurchase and reverse repurchase agreements.

The Funds' investment program emphasizes active management of the Funds' portfolio in order to take advantage of opportunities in the financial markets. Consequently, the Funds' portfolio turnover and brokerage commission expenses may exceed those of other investment entities of comparable size.

The Funds may purchase and write options on stocks, bonds, currencies or market indices, thereby allowing the Funds to leverage their returns from specific securities. Options may also be used to hedge against, or profit from, sudden fluctuations in markets. At times, the Funds may maintain higher levels of cash and cash equivalents than are necessary to meet short-term cash needs, and may invest in longer-term debt instruments. The Funds, when deemed appropriate by Vinik, may also invest in warrants, convertible securities, government securities, corporate bonds (both investment grade and high yield), forward contracts and derivative instruments, including swaps and currency instruments. There are no limitations on the types of securities or other instruments in which the Funds may take positions, the types of positions they may take, or the concentration of their investments.

The Funds may invest their excess funds in short term investments, including U.S. Government securities, money market funds, commercial paper, certificates of deposit and bankers' acceptances.

The Funds are not limited with respect to the types of investment strategies they may employ or the markets or instruments in which they may invest. Over time, markets change and Vinik will seek to capitalize on attractive opportunities wherever they might be. Depending on conditions and trends in securities markets and the economy generally, Vinik may pursue other objectives or employ other techniques it considers appropriate and in the best interest of the Funds.

**B. Material, Significant or Unusual Risks Relating to Investment Strategies.**

*The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by Vinik. These risk factors include only those risks Vinik believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by Vinik.*

*Investment and Trading Risks.* Vinik will opportunistically implement whatever strategies or discretionary approaches it believes from time to time may be best suited to prevailing market conditions. No guarantee or representation is made that the Funds' program will be successful. The Funds' investment program will utilize such

investment techniques as margin transactions, short sales, leverage, options on securities and futures (to the extent utilized and subject to applicable regulatory requirements) and forward contracts, which practices can, in certain circumstances, maximize the adverse impact to which the Funds may be subject.

*Investments in Undervalued Securities.* One of the primary objectives of the Funds is to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. 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. Securities that Vinik believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame Vinik anticipates. Returns generated from the Funds' investments may not adequately compensate for the business and financial risks assumed.

The Funds may invest in bonds or other fixed income securities, including, without limitation, commercial paper and "higher yielding" (and, therefore, higher risk) debt securities, when Vinik believes that such securities offer opportunities for capital growth. It is likely that a major economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

The Funds may take certain speculative investments in securities which Vinik believes to be undervalued; however, there are no assurances that the securities purchased will in fact be undervalued. In addition, the Funds may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Funds' assets would be committed to the securities purchased, thus possibly preventing the Funds from investing in other opportunities. In addition, the Funds may finance such purchases with borrowed funds and thus will have to pay interest on such borrowed funds during such waiting period.

*Short-term Market Considerations.* Vinik's trading decisions may be made on the basis of short-term market considerations. Therefore, the portfolio turnover rate could result in significant trading related expenses.

*Diversification Policies.* The Funds may concentrate investments in particular industries or companies. The investment risk of a portfolio that is concentrated in particular industries or companies is greater than if the portfolio is invested in a more diversified manner among various industries or companies.

*Use of Leverage.* The Funds may, in the sole discretion of Vinik, leverage their investment positions by borrowing funds from securities broker-dealers, banks or others. From time to time, the Funds may borrow significant amounts to take advantage of perceived opportunities, such as short-term price disparities between markets or related securities. Such leverage increases both the possibilities for profit and the risk of loss. Borrowings will typically be secured by the Funds' securities and other assets. Any gain in the value of positions taken with borrowed money or income earned from these positions that exceeds

interest paid on the amount borrowed would cause each Fund's net asset value to increase faster than would otherwise be the case. Conversely, any decline in the value of the positions taken would cause each Fund's net asset value to decrease faster than would otherwise be the case. In addition, the amount of the Funds' borrowings and the interest rates on those borrowings, which will fluctuate, may have a significant effect on the Funds' profitability.

Leverage may take the form of trading on margin, investing in derivative instruments that are inherently leveraged, and entering into other forms of direct or indirect borrowings. The amount of leverage or borrowings which the Funds may have outstanding at any time may therefore be large in relation to its capital. Consequently, the level of interest rates generally, and the rates at which the Funds can borrow in particular, will affect the operating results of the Funds.

In general, the Funds' use of short-term margin borrowings may result in certain additional risks to the Funds. For example, should the securities pledged to brokers to secure the Funds' margin accounts decline in value, the Funds could be subject to a "margin call," pursuant to which the Funds must 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 the value of the Funds' assets, the Funds might not be able to liquidate assets quickly enough to pay off its margin debt.

In the forward, equity, currency, fixed income and certain other derivative markets, margin deposits may be low or may not be required at all. Low margin deposits are indicative of the fact that any trading in these markets typically is accompanied by a high degree of leverage. Low margin deposits mean that a relatively small adverse price movement in a forward contract may result in immediate and substantial losses to the investor. For example, if at the time of purchase 1% of the price of a forward contract is deposited as margin, a 1% decrease in the price of the forward contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for the brokerage commission. Thus, like other leveraged investments, any purchase or sale of a forward or other derivative contract may result in losses in excess of the amount invested.

When the Funds purchase an option in the United States, there is no margin requirement because the option premium is paid for in full. The premiums for certain options traded on foreign exchanges may be paid for on margin. The margin requirements imposed on the writing of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Whether any margin deposit will be required for over-the-counter options and other over-the-counter instruments, such as equity or currency forwards, swaps and certain other derivative instruments, will depend on the credit determinations and specific agreements of the parties to the transaction, which are individually negotiated.

*Short Selling.* The Funds' investment portfolio includes short positions. Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such declines exceed the transaction costs and the costs of borrowing such securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Funds of buying those securities to cover the short position. There can be no assurance that



the securities necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

*Trade Errors.* On occasion, errors may occur with respect to trades executed on behalf of the Funds. Trade errors can result from a variety of situations, including, for example, when the wrong security is purchased or sold, when the correct security is purchased or sold but for the wrong account, and when the wrong quantity is purchased or sold (e.g., 1,000 shares instead of 10,000 shares are traded). Trade errors frequently result in losses but may, occasionally, result in gains. De minimis errors and errors that do not result in transactions for the Funds (such as transactions that result in a loss of an investment opportunity) are not viewed as trade errors. Vinik will endeavor to detect trade errors prior to settlement and correct and/or mitigate them in an expeditious manner. To the extent an error is caused by a third party, such as a broker, Vinik will strive to recover any losses associated with such error from such third party. Vinik will determine whether any trade error has resulted from gross negligence or willful misconduct on its part, and, unless it finds that to be the case, any losses will be borne by the Funds. Any gains resulting from trade errors will be credited to the applicable Fund(s); however, gains from trade errors may not offset losses from trade errors, unless the underlying transaction constitutes a single transaction.

*Hedging Transactions.* The Funds may utilize a variety of financial instruments such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts, both for investment purposes and for risk management purposes. However, Vinik is not obligated, and may not attempt to hedge all market or other risks inherent in the Funds' positions. Furthermore, if Vinik does not anticipate the occurrence of a particular risk, it may not establish a hedge to protect against it. While the Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Funds than if it had not engaged in any such hedging transaction. Moreover, it should be noted that the portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

*Use of Options.* The Funds may buy or sell (write) both call options and put options, and when it writes options it may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the class and amount of those as to which the call option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. The Funds' options transactions may be part of a hedging tactic (i.e., offsetting the risk involved in another securities position) or a form of leverage, in which the Funds have the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be large, depending on the circumstances. In general, the principal risks involved in options trading can be described as follows, without taking into account other positions or transactions the Funds may enter into.

When the Funds buy an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the security in the case of a put, could result in a total loss of the Funds' investment in the option (including commissions). The Funds could mitigate those losses by selling short the securities as to which it holds call options or taking a long position (e.g., by buying the securities or buying options on them) on securities underlying put options.

When the Funds sell (write) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is “covered.” If it is covered, an increase in the market price of the security above the exercise price would cause the Funds to lose the opportunity for gain on the underlying security (assuming it bought the security for less than the exercise price). If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Funds might suffer as a result of owning the security.

The seller of an uncovered put option theoretically could lose an amount equal to the entire aggregate exercise price of the option, if the underlying security were to become valueless. If the option were covered with a short position in the underlying security, this risk would be limited, but a drop in the security’s price below the exercise price would cause the Funds to lose some or all of the opportunity for profit on the “covering” short position-- assuming the Funds sold short for more than the exercise price. If the price of the underlying security were to increase above the exercise price, the premium on the option (after transaction costs) would provide profit that would reduce or offset any loss the Funds might suffer in closing out its short position.

The Funds may purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market. A stock index fluctuates with changes in the market values of the stocks included in the index. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether the Funds will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by the Funds of options on stock indices will be subject to Vinik’s ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments.

*Forward Trading.* The Funds may enter into forward contracts and options thereon, which 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. Banks and other dealers with whom the Funds may maintain accounts may require the Funds to deposit margin with respect to such trading, although margin requirements are often minimal or non-existent. 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 for certain currencies or commodities or have quoted prices 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 market traded by the Funds due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward trading to less than that which Vinik would otherwise recommend, to the possible detriment of the Funds. Market illiquidity or disruption could result in major losses to the Funds.

*Illiquid Portfolio Securities.* The Funds may invest in securities that are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such securities tend to be volatile and the Funds may not be able to sell them when they desire to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale.

*Small and Medium Capitalization Companies.* The Funds may invest a portion of their assets in the stocks of companies with small- to medium-sized market capitalizations. While Vinik believes such investments often provide significant potential for appreciation, these stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of small-capitalization and even medium-capitalization stocks are often more volatile than prices of large-capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in some small-capitalization stocks, an investment in those stocks may be illiquid.

*Non-U.S. Investments.* The Funds may invest in securities of non-U.S. companies and countries and in non-U.S. currencies. Investing in the securities of such companies and countries involves certain considerations not usually associated with investing in securities of U.S. companies or the U.S. Government, including political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Funds’ investment opportunities. In addition, accounting and financial reporting standards that prevail in foreign countries generally are not equivalent to United States standards and, consequently, less information is available to investors in companies located in such countries than is available to investors in companies located in the United States. Moreover, an issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other. There is also less regulation, generally, of the securities markets in foreign countries than there is in the United States.

*Currency.* Foreign currency fluctuations could adversely affect the Funds’ performance. The Funds may invest a portion of their assets in instruments denominated in currencies other than the U.S. dollar, the price of which is determined with reference to currencies other than the U.S. dollar. The Funds, however, compute and distribute their income in U.S. dollars, and the computation of income will be made on the date that the income is earned by the Funds at the foreign exchange rate on that date. To the extent unhedged, the value of the Funds’ assets fluctuate with U.S. dollar exchange rates as well as the price changes of the Funds’ investments in the various local markets and currencies.

Thus, an increase in the value of the U.S. dollar compared to the other currencies in which the Funds make their investments will reduce the effect of increases and magnify the effect of decreases in the prices of the Funds' securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on the Funds' non-U.S. dollar securities. The Funds also may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective, and such techniques entail additional risks.

Furthermore, the Funds may incur costs in connection with conversions between U.S. dollars and a non-U.S. currency. Foreign exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell a foreign currency to the Funds at one rate, while offering a lesser rate of exchange should the Funds desire immediately to resell that currency to the dealer. The Funds will conduct its foreign currency exchange transactions either at the spot rate prevailing in the foreign currency exchange market or through entering into forward, futures or options contracts to purchase or sell foreign currencies, if available.

*Counterparty Risk.* The Funds have established relationships to obtain financing, derivative intermediation and prime brokerage services that permit the Funds to trade in any variety of markets or asset classes over time. However, there can be no assurance that the Funds will be able to continue to establish or maintain such relationships. An inability to establish or maintain such relationships could limit the Funds' trading activities, create losses, preclude the Funds from engaging in certain transactions or prevent the Funds from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships could have a significant impact on the Funds' business due to the Funds' reliance on such counterparties.

Some of the markets in which the Funds may effect transactions are not "exchange-based," including "over-the-counter" or "interdealer" markets. The stability and liquidity of over-the-counter transactions depends in large part on the creditworthiness of the parties to the transactions. 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. The lack of evaluation and oversight of over-the-counter markets exposes the Funds 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 the Funds to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Funds have concentrated their transactions with a single or small group of counterparties. Generally, the Funds will not be restricted from dealing with any particular counterparties. Vinik's evaluation of the creditworthiness of counterparties may not prove sufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of the Funds' counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Funds.

If there is a default by a counterparty, the Funds under most normal circumstances will have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Funds being less than if the Funds had not entered into

the transaction. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. In such case, the recovery of the Funds' financial instruments from such counterparty or the payment of claims therefor may be significantly delayed and the Funds may recover substantially less than the full value of the financial instruments entrusted to such counterparty.

In addition, the Funds may use counterparties located in jurisdictions outside the United States. Such local counterparties usually are subject to laws and regulations in foreign jurisdictions that are designed to protect customers in the event of their insolvency. However, the practical effect of these laws and their application to the Funds' assets are subject to substantial limitations and uncertainties. Because of the range of possible factual scenarios involving the insolvency of a counterparty and the potentially large number of entities and jurisdictions that may be involved, it is impossible to generalize about the effect of such an insolvency on the Funds and their assets. Clients should assume that the insolvency of any such counterparty would result in significant delays in recovering the Funds' financial instruments from or the payment of claims therefor by such counterparty and a loss to the Funds, which could be material.

**ITEM 9**  
**DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Vinik's advisory business or the integrity of Vinik's management.

**ITEM 10**  
**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

A. Broker-Dealer Registration Status.

Vinik and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status.

Vinik and its management persons are not registered as, and do not have any application to register as, futures commission merchants, commodity pool operators, commodity trading advisors or associated persons of the foregoing entities.

C. Material Conflicts of Interest Relating to Other Investment Advisers.

Vinik does not recommend or select other investment advisers for its clients.

**ITEM 11**  
**CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS  
AND PERSONAL TRADING**

**A. Code of Ethics.**

Vinik strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. In seeking to meet these standards, Vinik has adopted a Code of Ethics (the “Code”). The Code incorporates the following general principles that all employees are expected to uphold:

- employees must at all times place the interests of clients first;
- all personal securities transactions must be conducted in a manner consistent with the Code and avoid any actual or potential conflicts of interest or any abuse of an employee’s position of trust and responsibility;
- employees must not take any inappropriate advantage of their positions;
- information concerning the identity of securities and financial circumstances of the Funds, including the Funds’ investors, must be kept confidential; and
- independence in the investment decision-making process must be maintained at all times.

In addition, the Code contains restrictions on personal trading and the giving and receiving of gifts and entertainment, prohibitions on services on the boards of outside companies without prior approval, and policies and procedures concerning political contributions in connection with SEC Rule 206(4)-5 promulgated pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

Clients may request a copy of the Code by contacting Vinik at the address or telephone number listed on the first page of this document.

**B. Securities that Vinik or a Related Person Has a Material Financial Interest.**

**1. Cross Trades**

With the exception of conducting rebalancing transactions (see Item 11, Section B.2., below), Vinik generally does not transfer a security from one client to another (each such transfer, a “Cross Trade”). However, Vinik may determine that it would be in the best interests of certain clients to engage in a Cross Trade for a variety of reasons, including, without limitation, tax purposes, liquidity purposes, or to reduce transaction costs that may arise in an open market transaction. If Vinik decides to engage in a Cross Trade, Vinik will determine whether the trade is in the best interests of each client involved and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those clients.



Vinik generally executes Cross Trades with the assistance of a broker-dealer who executes and books the transaction at the close of the market on the day of the transaction. If Vinik effects an internal cross, Vinik will not receive any fee in connection with the completion of the transaction.

## **2. Principal Transactions**

Vinik only enters into principal transactions when it would be appropriate to effect rebalancing transactions for the Funds. To the extent Vinik enters into a principal transaction, Vinik will comply with the requirements of Section 206(3) of the Advisers Act, including that any such transactions will be considered on behalf of investors in such a client and approved or disapproved by (i) the applicable offshore fund's independent directors and by the domestic fund's third party administrator, and (ii) a committee consisting of one or more persons selected by Vinik (or its affiliate). Vinik will enter into rebalancing transactions with a broker-dealer intermediary and the transactions will be performed on a riskless principal basis with a small facilitation fee paid to the broker-dealer. The transactions will be executed at closing price for each security, shall be effected to the closest round lot, and execution shall occur prior to the open of trading the next day.

### **C. Investing in Securities that Vinik or a Related Person Recommends to Clients.**

The Code places restrictions on personal trades by employees, requires that employees pre-clear certain types of personal securities transactions and requires that they disclose their personal securities holdings and transactions to Vinik on a periodic basis. Generally, and subject to certain exceptions, Vinik's employees may not engage in personal securities trading and may only dispose of securities held in their respective personal trading accounts subject to the above-mentioned pre-approval. Employees may purchase and sell mutual funds and limited broad-based exchange-traded funds ("ETFs"). Some clients may invest in the same or similar mutual funds and ETFs.

Vinik, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. Potential conflicts also may arise due to the fact that Vinik and its personnel may have investments in some Funds but not in others or may have different levels of investments in the various Funds.

Vinik has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code, as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived conflicts of interest that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

### **D. Conflicts of Interest Created by Contemporaneous Trading.**

Vinik manages investments on behalf of a number of clients. Certain clients have investment programs that are similar to or overlap and may, therefore, participate with each other in investments. It is the policy of Vinik to allocate investment opportunities among all clients fairly, to the extent practical and in accordance with each client's applicable investment strategies, over a period of time. Vinik will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to

any client solely because Vinik purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to any client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practical or desirable for the client.

When it is determined that it would be appropriate for more than one Fund to participate in an investment opportunity, Vinik will seek to execute orders for all of the participating investment accounts on an equitable basis, taking into account such factors as the relative amounts of capital available for new investments, relative exposure to short term market trends, the investment objectives, investment programs and portfolio positions of the Funds for which participation is appropriate, relative exposure to market trends, transaction costs, the manner in which the investment in question is likely to affect the amount of available capital after the investment is made, investment guidelines or restrictions and investment strategies, concentrations and diversification within an account, tax and regulatory issues, risk/return objectives and anticipated redemptions/withdrawals and subscriptions (liquidity). In certain circumstances, Vinik may give special consideration to certain accounts such as new accounts (including those in which Vinik or its affiliates may have an interest) with a substantial amount of available cash. Such considerations may result in allocations among the Funds on other than a *pari passu* basis.

## **ITEM 12**

### **BROKERAGE PRACTICES**

#### **A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.**

As noted previously, Vinik has full discretionary authority to manage the Funds, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Vinik's authority is limited by its own internal policies and procedures and each Fund's investment guidelines.

Portfolio transactions for each client will be allocated to brokers and dealers on the basis of numerous factors and not necessarily lowest pricing. Brokers and dealers may provide other services that are beneficial to Vinik and/or certain clients, but not beneficial to all clients. Subject to best execution, in selecting brokers and dealers (including prime brokers) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services, Vinik may consider, among other things, the following:

- the ability of the brokers and dealers to effect the transaction;
- the brokers' or dealers' facilities, reliability and financial responsibility; and
- the provision or payment (or the rebate to a Fund for payment) of the costs of research, brokerage or execution services which are of benefit to the Funds, Vinik and related partnerships and accounts.

Accordingly, the commission rates (or dealer markups and markdowns) charged to the Funds by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers who may not offer such services. Vinik need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Generally, neither Vinik nor the Funds separately compensate any broker or dealer for any of these other services.

#### **1. Research and Other Soft Dollar Benefits.**

From time to time, Vinik may pay a broker-dealer commissions (or markups or markdowns with respect to certain types of riskless principal transactions) for effecting Fund transactions in excess of that which another broker-dealer might have charged for effecting the transaction in recognition of the value of the brokerage and research services provided by the broker-dealer. Vinik will effect such transactions, and receive such brokerage and research services, only to the extent that they fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended, and subject to prevailing guidance provided by the SEC regarding Section 28(e). Vinik believes it is important to its investment decision-making processes to have access to independent research.

Also, consistent with Section 28(e), research products or services obtained with "soft dollars" generated by one or more Funds may be used by Vinik to service one or

more other clients, including clients that may not have paid for the soft dollar benefits. Vinik does not seek to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits the client accounts generate. Where a product or service obtained with soft dollars provides both research and non-research assistance to Vinik (*i.e.*, a “mixed use” item), Vinik will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of Vinik’s allocation of the costs of such benefits and services between those that primarily benefit Vinik and those that primarily benefit the Funds.

When Vinik uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, Vinik receives a benefit because it does not have to produce or pay for such products or services. Vinik may have an incentive to select or recommend a broker-dealer based on Vinik’s interest in receiving research or other products or services, rather than on its clients’ interest in receiving most favorable execution.

At least annually, Vinik considers the amount and nature of research and research services provided by broker-dealers, as well as the extent to which such services are relied upon, and attempts to allocate a portion of the brokerage business of its Funds on the basis of that consideration. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation, but can (and often does) exceed the suggested level, because total brokerage is allocated on the basis of all of the considerations described above. In no case will Vinik make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met. A broker-dealer is not excluded from receiving business because it has not been identified as providing research products or services.

## **2. Brokerage for Client Referrals.**

Neither Vinik nor any related person receives client referrals from any broker-dealer or third party.

## **3. Directed Brokerage.**

Vinik does not recommend, request or require that a client direct Vinik to execute transactions through a specified broker-dealer.

### **B. Order Aggregation.**

Vinik, through an unaffiliated broker, may place combined orders for all the Funds simultaneously with any broker and if any order is not filled at the same price, they may be allocated on an average price basis. In an “average price” account, purchase and sale orders placed during a trading day on behalf of the participating Funds are combined, and securities bought and sold pursuant to such orders are allocated among such Funds on an average price basis. There may be instances, such as when orders are placed with more than one broker, that make it impossible for Vinik to average the prices paid. In these instances, Vinik will allocate the filled orders in an equitable manner. Similarly, if an order on behalf of more than one account cannot be fully executed under prevailing market conditions, Vinik acting through an unaffiliated broker may allocate the securities traded among the different

accounts on any basis that it considers equitable, including pro rata based on the portfolio size of each participating Fund. In these circumstances, each Fund would pay, in connection with the acquisition of securities by more than one Fund, the average price per unit acquired, which may be higher than if it had acted alone, and it may otherwise not be able to execute an investment decision as effectively as it could have if it had acted alone. There may be corresponding potential disadvantages when more than one Fund simultaneously seeks to dispose of commonly held securities and other investment positions.

## **ITEM 13**

### **REVIEW OF ACCOUNTS**

#### **A. Frequency and Nature of Review of Client Accounts or Financial Plans.**

Vinik performs various daily, weekly, monthly, quarterly and periodic reviews of each client's portfolio. Such reviews are conducted by the members of Vinik's Management Committee, portfolio managers and operations staff.

#### **B. Factors Prompting Review of Client Accounts Other than a Periodic Review.**

A review of a client account may be triggered by any unusual activity or special circumstances.

#### **C. Content and Frequency of Account Reports to Clients.**

Vinik generally provides annual audited financial statements to its clients and investors in the Funds within 120 days of the applicable client's fiscal year end.

Investors in the Funds receive a quarterly letter from Vinik documenting the performance of their Fund, along with a commentary by Vinik, although Vinik may provide certain investors with information on a more frequent and detailed basis if agreed to by Vinik. In addition, Vinik issues investors tax reports and audited financial statements concerning their respective Funds within 120 days of the end of the Fund's fiscal year.

**ITEM 14**  
**CLIENT REFERRALS AND OTHER COMPENSATION**

A. Economic Benefits for Providing Services to Clients.

Vinik does not receive economic benefits from non-clients for providing investment advice and other advisory services.

B. Compensation to Non-Supervised Persons for Client Referrals.

Neither Vinik nor any related person directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals.

## **ITEM 15 CUSTODY**

Vinik is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to Vinik.

Vinik is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception," which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.



**ITEM 16**  
**INVESTMENT DISCRETION**

Vinik serves as the management company with discretionary trading authority to each Fund.

Vinik's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering documents.

Vinik or an affiliate of Vinik entered into an investment management agreement, or similar agreement, with each Fund, pursuant to which Vinik or an affiliate of Vinik was granted discretionary trading authority.

## **ITEM 17**

### **VOTING CLIENT SECURITIES**

In compliance with Advisers Act Rule 206(4)-6, Vinik has adopted proxy voting policies and procedures. The general policy is to vote proxy proposals, amendments, consents or resolutions (collectively, “Proxies”) in a prudent and diligent manner that will serve the applicable client’s best interests and is in line with each client’s investment objectives. Because Vinik only invests in companies in which they support the policies and strategy of the company’s management, Vinik believes that voting with a company’s management will serve the best interests of the Funds. Therefore, when Vinik exercises its authority to vote Fund proxies, Vinik will always vote with management recommendations on a given issue.

In light of the above, Vinik will not confront the decision whether to abstain from voting Proxies or affirmatively deciding not to vote Proxies. Also, Vinik does not expect any conflicts of interest to present themselves in connection with Proxies.

Clients may obtain a copy of Vinik’s Proxy voting policies and its Proxy voting record upon request.

**ITEM 18**  
**FINANCIAL INFORMATION**

Vinik is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

**ITEM 19**  
**REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.