

Sigma Capital Management, LLC

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Disclosure Brochure

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This brochure provides information about the qualifications and business practices of Sigma Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 404.227.9374. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Sigma Capital Management, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Sigma Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov

Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser’s disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

We will send you a summary of any material changes to our brochures by April 29th of each year. We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes include the date of our last annual update of our brochure.

You may request a copy of our complete brochure by contacting Ed McDaniel,

Managing Director, at 404.227.9374 or ed@bluewavecap.net. We will provide you with our most recent brochure at any time without charge.

Additional information about our company is available via the SEC’s website: www.adviserinfo.sec.gov

The SEC’s website also provides information about any persons affiliated with us who are registered as investment adviser representatives of Sigma Capital Management, LLC. Information on our investment adviser representatives who work with your account can be found in our brochure supplement located at the end of this disclosure brochure.

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Advisory Business

Sigma Capital Management, LLC ("Sigma, we, our, us") is a registered investment adviser based in Jackson, Mississippi. We are organized as a limited liability company under the laws of the State of Mississippi. We were founded in June of 2012 by our principal owner, Harold Edward "Ed" McDaniel II, and are registered as an investment adviser with the Securities and Exchange Commission.

The following paragraphs describe our services and fees. As used in this brochure, the words "you", "your" and "client" refer to you as either a client or prospective client of Sigma. We use the terms "we", "us", and "our" throughout this disclosure brochure to refer to Sigma Capital Management, LLC. Also, you may see the term Associated Person through-out this brochure. Our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Investment Consulting Services

We offer consulting services that primarily involve advising clients on specific financial-related topics. The topics we address may include, but are not limited to, risk assessment/management, investment planning, portfolio management, financial organization, or financial decision making/negotiation.

We offer advice on equity securities, corporate debt securities, commercial paper, certificates of deposit, municipal securities, variable products, US Government securities

and options contracts on securities. Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

You are under no obligation to act on our consulting recommendations. Should you choose to act on any of our recommendations, you may, but are not obligated to, implement the recommendations through us. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Selection of Other Advisers

As part of our investment advisory services, we may recommend that you use the services of a third-party investment adviser ("TPA") to manage your entire or a portion of your investment portfolio. After gathering information about your financial situation and objectives, we will recommend that you engage a specific TPA or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following:

- the TPA's performance,
- methods of analysis,
- fees,
- your financial needs,
- investment goals,
- risk tolerance, and
- investment objectives.

We will continually monitor the TPAs' performance to ensure its

management and investment style remains aligned with your investment goals and objectives.

Fees and Compensation

Investment Consulting Fees

We generally charge a fixed fee for advisory consulting services that is negotiable depending on the scope and complexity of services to be rendered. Our consulting fee is payable quarterly in arrears. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you in advance and request that you approve the additional fee.

You may terminate our advisory agreement by providing written notice to our firm as provided for in the agreement. You will incur a pro rata charge for services rendered prior to the termination of the agreement.

Fees for Selection of Other Advisers

We generally do not charge you a separate fee for the selection of other advisers. We will share in the advisory fee you pay directly to the TPA. The advisory fee you pay to the TPA is established and payable in accordance with the brochure provided by each TPA to whom you are referred. These fees may or may not be negotiable.

Our compensation may differ depending upon the individual agreement we have with each TPA.

As such, a conflict of interest may arise where our firm or our Associated Persons may have an incentive to recommend one TPA over another TPA with whom we have more favorable compensation arrangements or other advisory programs offered by TPAs with whom we have less or no compensation arrangements.

You may be required to sign an agreement directly with the recommended TPA(s). You may terminate your advisory relationship with the TPA according to the terms of your agreement with the TPA. You should review each TPA's brochure for specific information on how you may terminate your advisory relationship with the TPA and how you may receive a refund, if applicable.

Other Potential Fees

In addition to our fees, you may be required to pay other charges such as:

- custodial fees,
- brokerage commissions,
- transaction fees,
- internal fees and expenses charged by mutual funds or exchange traded funds ("ETFs"), and
- other fees and taxes on brokerage accounts and securities transactions.

None of these fees are paid to or are shared with us.

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees

and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses.

To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this brochure.

Performance-Based Fees and Side-by-Side Management

Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. We do not accept performance-based fees or participate in side-by-side management. Our fees are calculated as described in the **Fees and Compensation** section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Types of Clients

We offer our advisory services primarily to high net worth individuals, institutions, and governmental entities.

Methods of Analysis, Investment Strategies and Risk of Loss

We select specific investments for your portfolio through the use of fundamental, cyclical and technical analysis.

Fundamental analysis is a method of evaluating a company that has issued securities by attempting to measure the value of its underlying assets. This entails studying overall economic and industry conditions as well as the financial condition and the quality of the company's management. Earnings, expenses, assets, and liabilities are all important in determining the value of a company. The value is then compared to the current price of the company's securities to determine whether to purchase, sell or hold those securities.

Cyclical analysis is a form of fundamental analysis that evaluates the performance of a company through the various stages of the economic cycle. Decisions regarding whether to purchase or sell the securities of an issuing company are made based on how the company performs during economic downturns and upswings.

Technical analysis is a method of evaluating securities by analyzing statistics associated with market activity, such as past prices and trading volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future performance.

Our investment strategies may include long-term and short-term purchases and sales, and trading (selling securities within 30 days of purchase). You may place reasonable restrictions on the strategies to be employed in your account and the types of investments to be held in your account.

Funds and managers are continuously monitored and can be recommended for removal from accounts for a number of reasons. Reasons for elimination may include:

- underperformance of the manager vs. peers or expectations,
- identification of lower internal costs,
- an increase in volatility of a manager's returns,
- an unwanted change or drift in strategy, or
- a change in management.

You may place reasonable restrictions on the strategies to be employed in your portfolio and the types of investments to be held in your portfolio.

Although we manage your portfolio in a manner consistent with your specific risk tolerances, there can be no guarantee that our efforts will be successful. General economic conditions, current interest rates, the performance of a particular industry or a particular company, and any number of other factors can affect investment performance. You should be prepared to bear the risk of loss. All investments bear the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and

other distributions), and the loss of future earnings.

Disciplinary Information

We have not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

Other Financial Industry Activities and Affiliations

We are affiliated with Blue Wave Capital Advisors, through common control and ownership. Blue Wave Capital Advisors is an Atlanta, GA-based boutique investment banking firm that specializes in private equity. We do not offer our investment advisory clients products sponsored by Blue Wave Capital Advisors.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we

maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm. We will provide a copy of our Code to you or any prospective client upon request.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Brokerage Practices

We may recommend that the broker-dealer or custodian for your account be National Financial Services LLC or Fidelity Brokerage Services LLC, Members NYSE, SIPC through Fidelity Institutional Wealth Services ("FIWS"). We are independently owned and operated and not affiliated with FWIS. Our use of FWIS is, however, a beneficial business arrangement for us. Information regarding the benefits of this relationship is described below.

In recommending FWIS as your custodian or broker-dealer, we consider, at a minimum, the firm's:

- existing relationship with us,

- financial strength,
- reputation,
- reporting capabilities,
- execution capabilities,
- pricing, and
- types and quality of research.

The determining factor in the selection of FWIS to execute transactions for your account is not the lowest possible transaction cost, but whether FWIS can provide what is in our view the best qualitative execution for transactions in your account.

FWIS provides us with access to its institutional trading and custody services, which includes:

- securities brokerage,
- custody,
- research, and
- access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

We are not required to effect a minimum volume of transactions or maintain a minimum dollar amount of client assets to receive these services.

FWIS does not charge separately for holding and servicing your account, but may be compensated by you through other transaction-related fees associated with the securities transactions it executes for your account.

FWIS also makes available to us other products and services that benefit us but may not benefit you directly. Some of these products and services assist us in managing and

administering our client accounts, such as software and other technology that:

- provide access to account data such as:
 - duplicate trade confirmations,
 - bundled duplicate account statements, and
 - access to an electronic communication network for client order entry and account information;
- facilitate trade execution, including:
 - access to a trading desk serving investment advisers exclusively, and
 - access to bunched trading which provides us with the ability to combine securities transactions for the accounts of multiple clients and then allocate the appropriate number of shares to each individual account;
- provide research, pricing information and other market data;
- facilitate payment of our fees from client accounts;
- assist with back-office functions; record keeping and client reporting; and
- provide us with compliance-related publications.

FWIS also makes available to us other services intended to help us manage and further develop our business.

These services may include:

- consulting,
- publications and conferences on practice management,
- information technology,
- business succession,
- regulatory compliance, and
- marketing.

FWIS may discount or waive the fees it would otherwise charge for some or all of these services. It may also arrange for certain of these services to be provided to us by independent third-parties. In that regard, FWIS may pay all or a part of the fees of the third-party providing these services to us. Thus, we receive economic benefits as a result of our relationship with FWIS because we do not have to produce or purchase the products and services listed above.

Because the amount of our compensation and the products or services we receive may vary depending on the custodian or broker-dealer we recommend to be used by our clients, we have a conflict of interest in making that recommendation. Our recommendation of FWIS may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to you and our other clients. We nonetheless strive to act in your best interests at all times.

Commissions and other fees for transactions executed through FWIS may be higher than commissions and other fees available if you use another broker-dealer to execute transactions and maintain custody of your account. We believe, however, that the overall level of services and support provided to you and our other clients by FWIS outweighs the benefit of possibly lower transactions cost which may be available under other brokerage arrangements.

Many of the services described above may be used to benefit all or a substantial number of our clients, including clients whose accounts are not maintained through FWIS. We do not attempt to allocate these benefits to specific clients.

You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts, or adequately evaluate the quality of the execution of transactions effected through that broker-dealer. In addition, under these circumstances a difference may exist between the commissions charged to you and other clients who do not direct us to use a particular broker-dealer.

We may execute certain transactions for your account through the use of "bunched trades" (the purchase or sale of a security for the accounts of multiple clients in a single transaction). If a bunched trade is executed, you and each other participating client will receive a price that represents the average of the prices at which all of the transactions in a given bunch were executed. Executing a bunched trade allows transaction costs to be shared equally and on a pro rata basis among all of the participating clients. If the order is not completely filled, the securities purchased or sold are distributed among you and other participating clients on a pro rata basis or in some other equitable manner.

Bunched trades are placed only when we reasonably believe that the combination of the transactions provides better prices for you and other clients than had individual transactions been placed for your accounts. If your account is managed on a non-discretionary basis, transactions for your account will not be bunched with transactions for client accounts managed on a discretionary basis.

Transactions for the account of our Associated Persons may be included in bunched trades. They will receive the same average price and pay the same commissions and other transaction costs, as you will. Transactions for the accounts of our Associated Persons will not be favored over transactions for your account.

We are not obligated to include your account or the accounts of any other client account in a bunched trade. Bunched trades will not be effected for any client's account if doing so is prohibited or otherwise inconsistent with that client's investment advisory agreement. No client will be favored over any other client.

Review of Accounts

We monitor your account continuously and recommend changes and/or alternate investments or opportunities when we believe it is appropriate to do so. General conditions in the stock and bond markets are continuously monitored. Factors triggering reviews, and perhaps triggering buy or sell recommendations, include a change of your circumstances, changes in general conditions in the

stock and bond markets, and changes in the individual investments you own. Our Managing Director, Ed McDaniel, is responsible for all reviews.

You will receive statements from your custodian at least quarterly. These statements identify your current investment holdings, the cost of each of those investments, and their current market values.

Client Referrals and Other Compensation

We do not directly or indirectly compensate any person who is not one of our Associated Persons for client referrals.

As previously noted in the **Brokerage Practices** section, we receive certain economic benefits as a result of our participation in FWIS' institutional program.

Custody

We do not exercise custody over your funds or securities. As previously noted in the **Brokerage Practices** section, we may recommend FWIS for custody of your funds and securities.

You will receive statements from your custodian regarding your account on at least a quarterly basis. We urge you to carefully review these

statements. You should verify that the transactions in your account are consistent with your investment goals and the objectives for your account. We also encourage you to contact us should you have any questions or concerns regarding your account.

Investment Discretion

We do not accept discretionary authority to manage securities accounts on your behalf.

Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder. In addition, we do not take any action or give any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. You should receive your proxies or other solicitations directly from your custodian or a transfer agent.

Financial Information

Sigma has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you and has not been the subject of a bankruptcy proceeding.