

OxFORD Asset Management
Form ADV 2

OxFORD Asset Management LLP

**King Charles House
Park End Street
Oxford
OX1 1JD
United Kingdom**

**Phone: +44 1865 258137
E-mail: information@oxam.com
Website: oxam.com**

Effective: 01 April 2013

This brochure provides information about the qualifications and business practices of OxFORD Asset Management LLP (“OxFORD”). If you have any questions about the contents of this brochure, please contact OxFORD. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about OxFORD is available on the Internet at <http://www.adviserinfo.sec.gov> and at <http://www.fca.gov.uk/register/firmRefSearch.do>.

OxFORD is an SEC registered investment adviser and is authorised and regulated by the Financial Conduct Authority in the United Kingdom. It is also registered as a commodity pool operator (“CPO”) and a commodity trading advisor (“CTA”) with the Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association (“NFA”) in such capacities. Please note that these registrations do not imply or guarantee a certain level of skill or training.

OxFORD’s executive management team has longstanding experience working within the investment management industry. This document contains information about our team’s educational and employment backgrounds.

OxFORD Asset Management
Form ADV 2

2. Material Changes

The Material Changes section of this brochure will be updated whenever material changes are made to this brochure since its last release. This summary of changes will be made available to clients at least annually.

The following changes have been made in this edition of Form ADV Part 2:

- Item 4 - update to the level of assets under management
- Item 10 and title page - updates to reflect changes in OxFORD's regulatory registrations
- Item 8 - additions to the summary of material risks
- Items 5 and 10 – disclosure in relation to non-US financial affiliate
- General factual and clarificatory amendments

If you would like to receive a complete copy of the Form ADV Part 2, you may obtain it by contacting us by telephone at: +44 1865 258137 or by email at information@oxam.com.

Additional information about OxFORD is available on the Internet at <http://www.adviserinfo.sec.gov>.

You can search this site by a unique identifying number, known as a CRD number. The CRD number for OxFORD is 136937. Please contact Steve Huyton, Chief Compliance Officer, if you have any questions about the contents of this brochure.

OxFORD Asset Management
Form ADV 2

3. Table of Contents

2. Material Changes	2
3. Table of Contents	3
4. Advisory Business	4
5. Fees and Compensation	5
6. Performance-Based Fees and Side-By-Side Management	5
7. Types of Clients	6
8. Methods of Analysis, Investment Strategies and Risk of Loss.....	6
9. Disciplinary Information.....	9
10. Other Financial Industry Activities and Affiliations	10
11. Code of Ethics, Participation in Client Transactions and Personal Trading.....	10
12. Brokerage Practices	11
13. Review of Accounts	11
14. Client Referrals and Other Compensation	12
15. Custody	12
16. Investment Discretion	12
17. Voting Client Securities	12
18. Financial Information.....	12

OxFORD Asset Management
Form ADV 2

4. Advisory Business

The Adviser

OxFORD provides investment advice to OxAM Quant Fund Limited (the “Fund”), an open-ended investment company incorporated under the laws of the Cayman Islands. The Fund was launched in 2004. OxFORD was authorised by the Financial Services Authority (and is now regulated by the Financial Conduct Authority) in the United Kingdom in 2007, and took over the advisory mandate to the Fund from its predecessor, The Oxford Asset Management Company Limited. The Oxford Asset Management Company Limited is the holding company and managing partner of Oxford Asset Management LLP and was itself the investment adviser to the Fund from 2004 to 2007. The principal owners and founder partners of OxFORD and its holding company are Dr André Stern, Mr Stephen Mobbs and Dr Steven Kurlander.

André Stern, Founder and Principal: André Stern, Founder and Principal, has been active in the alternative investment sector since 1989, and has developed mathematical models for use in financial markets since 1996. He holds a D. Phil. in Mathematical Sciences from the University of Oxford, and, prior to founding OxFORD, was engaged in computer science and mathematics research at Cornell University and the University of Oxford. Dr. Stern has selected non-executive roles on charitable and other investment funds, and serves on the MIT Sloan Finance Group Advisory Board, and the University of Oxford's Mathematical, Physical and Life Sciences Board.

Stephen Mobbs, Principal: Mr. Mobbs is a mathematician and economist with more than 25 years’ financial market experience. He was principal and chief executive officer at Medici Capital Ltd; managing director (arbitrage trading) at Deutsche Bank AG; director (arbitrage trading and bond research) at Credit Suisse First Boston Ltd, and economist and bond analyst at Bank of America. He holds an M.A. in Mathematics from Cambridge University and an M.Phil. in Economics from the University of Oxford.

Steven Kurlander, Principal: Dr. Kurlander carried out research in computer science at the University of Wisconsin and has published several academic research papers. Since leaving Wisconsin in 1996, he has been engaged in the research and development of financial trading models. He has worked with Dr. Stern for more than 15 years. He holds an A.B. in Mathematics and Computer Science from Cornell University, and a Ph.D. in Computer Science from the University of Wisconsin-Madison.

The Services

OxFORD provides discretionary asset management for the Fund, which is its single client. Its investment objective is to achieve capital appreciation by employing various investment strategies based on quantitative and/or qualitative analysis. The quantitative investment strategies employed are implemented using computer models of financial instruments and markets. These models are designed to assess features of financial instruments and markets for the purpose of predicting future prices of financial instruments based on analysis of historical prices, returns and other financial information.

The Client

OxFORD’s advisory services are entirely focused on the requirements of the Fund and its investors. The details of the advisory mandate are set out in an Investment Advisory Agreement which sets out any agreed restrictions. The Board of Directors of the Fund reviews these restrictions on a regular basis.

OxFORD Asset Management
Form ADV 2

Wrap Fee Programs

OxFORD does not participate in wrap fee programs.

Assets under Management

OxFORD manages net assets totalling \$4,180 million, calculated as at March 31st, 2013. Regulatory assets under management at the same date were \$10,108 million.

5. Fees and Compensation

Compensation for Advisory Services

OxFORD charges the Fund management fees on a monthly basis. In addition, OxFORD charges an incentive fee calculated on the basis of net capital appreciation subject to a high water mark mechanism. Investors in the Fund pay two per cent per annum on a monthly basis and an incentive fee of twenty percent of net capital appreciation on a quarterly basis. These fees have been agreed and are not negotiable and are described in full in the Fund's Information Memorandum.

Billing of Compensation for Advisory Services

Fees payable are deducted from the assets of the Fund at the end of the month or quarter as applicable. They are not billed separately. Fees are always paid by the client in arrear.

Other Expenses

The Fund bears its own trading costs including brokerage, interest and stock loan fees. It also bears its own expenses such as professional fees, fund administration fees and insurance. The Fund may, subject to approval by its Directors, pay for datasets or information where this is expected to be used in connection with the development or execution of investment strategies or possible investment strategies to further the investment objective and where such payment is in the best interests of the Fund.

Advance Payment of Fees

OxFORD does not charge any fees in advance.

Compensation for Other Investment Products

OxFORD does not receive any income from the sale of investment products to clients. Its advisory income is derived entirely from the advisory fees and incentive fees referred to above.

OxFORD provides a range of advisory and operational support services to Futura Asset Management GmbH, an affiliated entity regulated by the Financial Markets Authority in the Principality of Liechtenstein. These services are charged for on a cost-plus basis.

No commissions are charged by OxFORD.

6. Performance-Based Fees and Side-By-Side Management

OxFORD charges a performance based fee to the Fund. This fee is borne by investors in the Fund. OxFORD currently has a single client, the Fund, and does not carry out any other investment advisory services.

OxFORD Asset Management
Form ADV 2

7. Types of Clients

OxFORD's client, the Fund, is an open-ended investment company incorporated under the laws of the Cayman Islands. The Fund offers shares to both Non-U.S. Persons and U.S. Persons. With respect to U.S. Persons, shares may only be purchased by shareholders that qualify as: (i) "accredited investors" as defined under Regulation D of the Securities Act of 1933, and (ii) "qualified purchasers" as defined under Section 2(a)(51) of the Investment Company Act of 1940. Shareholders must also meet other suitability requirements. Investors in the Fund may include, but are not limited to, pension plans (corporate, state and foreign), sovereign wealth funds, endowments, foundations, banks, pooled investment vehicles (eg funds-of-funds), high net worth individuals, trusts, estates or charitable organizations, and corporate or business entities.

The Fund is a master fund in a master-feeder structure. Investors in the Fund invest through one of two feeder funds: OxAM Quant Fund (International) Limited, incorporated in the Cayman Islands, or OxAM Quant Fund (US) LLC, incorporated in Delaware.

8. Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategies

OxFORD's investment approach is to achieve capital appreciation for the Fund by employing various investment strategies based on quantitative and/or qualitative analysis. The quantitative strategies employed are implemented using computer models of financial instruments and markets. Such process-driven strategies are designed to assess features of financial instruments and markets for the purposes of predicting future prices of financial instruments, based on analysis of historical prices and returns, associated information, and other information and datasets procured from research organisations, news providers or aggregators, brokers or other persons. The computer models may take a variety of different approaches. For example, they may take a linear factor based approach or an adaptive agent based approach, some combination of the two or some other approach. OxFORD's linear factor based approach covers established investment theories using econometric, fundamental and other data inputs. The non-linear based approach identifies key strategies driving the current market regime. OxFORD's other strategies include, among others: event based strategies, alpha-capture, fixed income related strategies and index re-balances. OxFORD's higher turnover strategies use a range of data to identify supply and demand imbalances that contribute to short term price discovery. A futures instrument portfolio component, currently accounting for up to 25% of portfolio risk, is managed in the context of the overall portfolio.

On behalf of the Fund, OxFORD takes long and short positions in financial instruments based on the information analysed and from signals generated by the computer models. The analysis and forecasts computed may be tempered by the exercise of qualitative discretionary judgement. In addition, consideration will be given to the costs of implementing strategies and trades.

OxFORD may also employ a range of other strategies. These strategies attempt to exploit apparent anomalies in the relative pricing of different financial instruments either relative to each other or relative to an objective model of the value of a financial instrument. OxFORD may limit exposure to any identifiable risk or any specific trade with the goal of dampening the volatility of the performance of the Fund's portfolio. It may, where it deems appropriate and cost effective, hedge exposures to identifiable risks.

OxFORD Asset Management
Form ADV 2

A key component of OxFORD's strategy implementation is risk management.

Material Risks

OxFORD draws attention to the following statement in the Fund's Information Memorandum:

“An investment in [OxAM Quant Fund]

- **involves a high degree of risk, including the entire loss of an investment;**
- **is suitable only for sophisticated investors; and**
- **is not suitable for investors who may wish to realise their investment at short notice.**

Prospective investors should consider carefully all the information in this Information Memorandum.....the advice they receive from their own legal, tax, financial and other professional advisers and the risk factors set out [in the section of the Information Memorandum headed “Certain Risk Factors”].”

The Information Memorandum includes a non-exhaustive list of risk factors relevant to the Fund. Summarised below are the main risks in this list arising from OxFORD's investment strategies:

Past Performance: past performance should not necessarily be construed as an indication of future results.

Market Disruptions: major losses may be incurred by investors in the event of disruptions or other extraordinary happenings which affect markets in a way that is not consistent with historical pricing relationships.

Government intervention: governments may intervene in markets, particularly in times of financial crisis, in ways which may have an unpredictable impact on the investment strategies pursued by OxFORD and other market participants.

Transaction Costs: the investment strategies implemented by OxFORD involve a high level of trading and turnover of the portfolio which generate substantial transaction costs which are borne by the Fund.

Correlation with markets: OxFORD seeks to implement trading strategies which are not correlated to general stock and bond markets and which therefore can be used to diversify the risk in an overall portfolio. There can be no guarantee that such non-correlation can be achieved.

Leverage and collateral: in implementing its investment strategies on behalf of the Fund, OxFORD utilises leverage. This may be implemented on a collateralised basis (in which case, the assets of the Fund may be used as security) or on an uncollateralised basis. Leverage may take the form of trading on margin, using derivative instruments that are inherently leveraged and other forms of direct and indirect borrowing. Leverage enables larger positions to be taken than would be the case if leverage were not utilised and entails a high degree of risk. The use of leverage can mean that a relatively small adverse price movement in an underlying security may result in a greater loss than would be the case if leverage were not utilised. The parties that are expected to provide leverage are, generally, entitled to receive margin or other collateral to secure such leverage and these parties may have discretion to increase the collateral requirements for the leverage they provide, potentially on very little notice. At any particular time, there may be

OxFORD Asset Management
Form ADV 2

insufficient funds to meet additional collateral requirements and it may be necessary to liquidate positions in order to meet these requirements on terms which are not favourable.

Cost of borrowing: the level of interest rates can have a substantial effect on the performance of the investment strategies implemented for the Fund.

Directional strategies: OxFORD engages in directional long/short strategies which are inherently uncertain and can lead to losses if the market moves against a position.

Short Sales: in implementing its investment strategies on behalf of the Fund, OxFORD engages in short selling. This involves selling securities which are not owned by the Fund. Theoretically, a short sale creates the risk of an unlimited loss. This is because the price of the underlying security could increase without limit, thus increasing the cost 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. In addition, regulators have intervened in markets to restrict or suspend the use of short selling.

Hedging: in implementing its investment strategies on behalf of the Fund, OxFORD utilises various hedging techniques and a variety of financial instruments for risk management purposes. There can be no assurance that these hedging techniques will be successful and OxFORD may not be able to hedge all risks to which the portfolio is exposed.

Concentration of investments: in implementing its investment strategies on behalf of the Fund, OxFORD may invest in a number of relatively large positions in certain markets, sectors, regions and/or types of investment securities. Consequently, an adverse price movement in respect of any such position could result in significant losses.

Use of models: OxFORD employs various models to implement its strategies. Models typically incorporate assumptions derived from past market data which may over time be proved to be incorrect. This could mean that previously successful models cease to be effective.

Reliance on technology: OxFORD uses investment strategies that are dependent upon various forms of technology. Performance could be materially adversely affected if, for any reason, the technology relied upon ceases to be available to OxFORD or if the technology fails to perform in the manner expected (including because of power, systems or telecommunications failures, acts of terrorism and other events).

Equities: OxFORD's investment strategies involve trading in equities. Equities are subject to numerous issuer specific pricing factors as well as to general market effects. There can be no assurance that such factors will not change unpredictably over time in ways not anticipated in the investment strategies.

Derivatives transactions: in implementing its investment strategies on behalf of the Fund, OxFORD uses a wide range of derivative instruments, which can be highly speculative and involve numerous significant risks. These can result from, amongst other things, a high degree of leverage, illiquidity, volatility and counterparty risk.

Currency risk: in implementing its investment strategies on behalf of the Fund, OxFORD invests in securities and financial instruments denominated in, or the price of which is calculated by

OxFORD Asset Management
Form ADV 2

reference to, a range of currencies. Accordingly, the value of the portfolio may fluctuate relative to the currency of investment.

Trade Errors: the possibility of trade errors is an inherent risk in the trading strategies implemented by OxFORD. Whilst OxFORD seeks to limit the possibility of trade errors occurring, these are considered to be an inherent risk of algorithmic trading and any trading errors, man or machine, are charged to the Fund in the same way as any other trading gain or loss.

Investments in emerging markets: in implementing its investment strategies on behalf of the Fund, OxFORD invests in securities of entities based in emerging markets. Investing in these securities involves certain considerations not usually associated with investing in securities of entities based in developed markets.

Small capitalised companies and newly formed companies: in implementing its investment strategies on behalf of the Fund, OxFORD invests in securities of small capitalised companies and newly formed companies. These may involve higher risks than investments in larger capitalised companies and companies with a longer operating history.

Custody and prime broker risks: a substantial portion of the portfolio will be held by prime brokers and custodians. Assets comprised in the portfolio may be available to the creditors of the Prime Brokers (and any other person acting as custodian of part of the Fund's portfolio) in the event of the insolvency of the Prime Brokers.

Counterparty risk: transactions entered into by OxFORD on behalf of the Fund are subject to the risk of the inability of any counterparty (including the Prime Brokers and custodians) to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.

Legal, regulatory and tax changes: the regulatory environment in which OxFORD operates is changing rapidly and significantly. Changes may mean that investment strategies adopted by OxFORD may no longer be viable or that they are less profitable for investors in the Fund.

Risks of Securities Recommended

The investments made by OxFORD on behalf of the Fund are subject to the risks inherent in investing in financial instruments and markets. All investments could be lost entirely. Accordingly, all investments made by investors in the Fund could be lost entirely.

9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or investor's evaluation of the adviser or the integrity of the adviser's management.

Criminal or Civil Actions

Neither OxFORD itself nor any of its management persons has been convicted of any felony or misdemeanour, named subject of a criminal proceeding or found to have been involved in a violation of an investment related statute. Furthermore, neither OxFORD nor any of its management persons has been made the subject of an order limiting its investment activity.

OxFORD Asset Management
Form ADV 2

Regulatory Actions

Neither OxFORD nor any of its management persons has been involved in any regulatory proceeding before the SEC, the CFTC, the FCA or any other regulatory body.

Self Regulatory Proceedings

Neither OxFORD nor any of its management persons has caused an investment related business to lose its authorisation to do business or has been found in violation of any self regulatory organisation's rules.

10. Other Financial Industry Activities and Affiliations

Broker Dealer

Neither OxFORD nor any of its management persons is registered or has applied to register as a broker dealer.

Futures Activity

OxFORD is registered as a CPO and a CTA with the CFTC and is a member of the NFA in such capacities.

Affiliations

OxFORD has an affiliation with a Liechtenstein based adviser, Futura Asset Management GmbH ("Futura"), which is exempt from registration with the SEC under the Foreign Private Adviser Exemption. OxFORD provides a range of advisory and operational support services to Futura for which it charges on a cost-plus basis.

Selection of Investment Advisers

OxFORD does not recommend any other investment advisers to clients and consequently receives no benefit of any nature as a result.

11. Code of Ethics, Participation in Client Transactions and Personal Trading

Code of Ethics

Pursuant to Rule 204A-1 of the Investment Advisers Act, OxFORD has adopted a written Code of Ethics based on the principle that the interests of its clients must come before the interests of the individual. This requires all staff to act honestly and fairly in their dealings with clients and to adhere to all relevant laws and regulations. The Code of Ethics is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners and employees of OxFORD. It contains provisions designed to prevent improper personal trading and to identify and resolve any conflicts of interest. All personal trades entered into by members of staff are subject to advance approval by the Chief Executive Officer or one of the other founder partners.

A copy of the Code of Ethics will be made available on request to those investing or interested in investing in the Fund by contacting the Chief Compliance Officer.

OxFORD Asset Management
Form ADV 2

Financial Interest in Securities

Any securities in which a member of OxFORD has a material financial interest are excluded from the universe of securities in which OxFORD can trade; therefore any potential conflict of interest is avoided.

Investing in Same Securities

All personal trades entered into by members of staff are subject to advance approval by the Chief Executive Officer or one of the other founder partners. The volume and nature of the investment strategies adopted by OxFORD mean that individuals are not typically aware of any orders being placed at the time they request permission to trade in securities on their own account.

Investing in Recommended Securities

OxFORD does not recommend securities to clients but rather manages a client portfolio with discretionary authority. OxFORD does not trade for its own account.

12. Brokerage Practices

Selection of Broker Dealers

OxFORD utilises various brokers and dealers to execute securities transactions for its client. OxFORD selects brokers or dealers based on a number of factors, including commission levels and the brokers' or dealers' facilities, reliability, financial responsibility, ability to effect transactions and assistance with capital introduction and marketing for the Fund. OxFORD negotiates the commissions for the Fund.

Soft Dollars: OxFORD does not maintain any soft dollar accounts with brokers. Any services received from brokers fall within the safe harbour created by Section 28(e) of the United States Securities Exchange Act of 1934.

Client Referrals: OxFORD does not receive client referrals from brokers. As mentioned above, however, OxFORD may receive assistance from its selected brokers with respect to capital introduction and marketing of the Fund to investors.

Directed Brokerage: The Investment Advisory Agreement entered into between OxFORD and the Fund allows OxFORD to select the brokers it uses in executing the business transacted. The Fund therefore does not direct the choice of broker although all such decisions are ultimately subject to the Fund's approval. The Fund's Board of Directors regularly reviews the performance of its counterparties at their periodic board meetings.

Aggregation of Orders

OxFORD currently has a single client account so aggregation is not an issue.

13. Review of Accounts

OxFORD reviews and updates the investment and trading strategies which it develops to manage the Fund's account as well as the risk profile arising as a result of the trades flowing from the application of those models. This review is performed by the partners of OxFORD who collectively form its risk committee.

OxFORD Asset Management
Form ADV 2

Investors in the Fund are provided by its independent administrator with written statements on a monthly basis showing activity and valuation of their holdings. Investors in the Fund are also provided with audited annual financial statements.

14. Client Referrals and Other Compensation

Any economic benefits arising as a result of OxFORD's activities (eg commission rebates) are credited to the account of the Fund. No conflict of interest arises in this respect.

No payments are made to third parties in respect of client referrals.

15. Custody

All client assets are held in custody by the unaffiliated Prime Brokers appointed by the Fund. Investors in the Fund will not receive statements from the custodian. Daily statements of holdings are provided directly to the independent administrator appointed by the client. Financial statements prepared under U.S. GAAP are sent to all investors and are subject to independent audit performed by an independent public accountant who is registered with, and subject to regular inspection by, the Public Accounting Oversight Board, and the audited financials are distributed to each investor. The audited financial statements are distributed within 120 days of the Fund's fiscal year end. Investors should carefully review these statements and should compare them to any account information provided by OxFORD.

16. Investment Discretion

OxFORD has discretionary authority on behalf of the Fund as set out in the Investment Advisory Agreement between the two parties. Under the terms of this agreement, it is open to the Fund to stipulate any investment restrictions which it sees fit. The Fund's Board of Directors regularly reviews the existing restrictions and considers whether they should be amended in any way. The Fund's Board of Directors retains the right to appoint different service providers including banks, custodians and brokers. Certain functions such as cash payments are delegated to OxFORD.

17. Voting Client Securities

OxFORD has authority to vote its client securities as the Fund has delegated this authority. OxFORD will exercise its right to vote the Fund's securities where it believes the result of the vote may have a significant effect on the value of those securities.

18. Financial Information

Financial Statements

OxFORD (i) does not require prepayment of any fees, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients and (iii) has not been subject to any bankruptcy proceeding during the past 10 years. Accordingly OxFORD has not appended a copy of its most recent financial statements to this brochure.

OxFORD Asset Management
Form ADV 2

Financial Condition

OxFORD has discretionary authority over client assets but is not permitted by the Financial Conduct Authority in the United Kingdom to hold those assets and accordingly, in this regard, OxFORD's financial condition does not affect its ability to meet its commitments to the Fund.

Bankruptcy Petition

Neither OxFORD nor any of its management persons has ever been the subject of a bankruptcy petition.