

# Highline Capital Management, L.L.C.

## Part 2A of Form ADV

### The Brochure

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This brochure provides information about the qualifications and business practices of Highline Capital Management, L.L.C. If you have any questions about the contents of this brochure, please contact us at 212-332-2250. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

## Material Changes

There has been no material change incorporated herein since Highline’s last posting of this document on March 31, 2012 on the SEC’s public disclosure website ([www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)) are in connection with the “Other Financial Industry Activities and Affiliations” section below.

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## Advisory Business

Highline Capital Management L.L.C. (“Highline”) provides discretionary investment advisory services and serves as investment manager to collective investment vehicles (each a “Fund” or collectively, “Funds” or “Clients”) (limited partners and/or shareholders in the Funds are referred to as “Investors”).

The Funds consist of Delaware limited partnerships and limited liability companies (“Partnerships”) and offshore investment companies (“Offshore Funds”). Highline Capital Holdings L.L.C., (the “general partner” or “HCH”) which is a related entity of Highline, serves as the general partner to the Partnerships. The Funds are not registered under the Securities Act of 1933 or the Investment Company Act of 1940. Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements either in private transactions within the United States or in offshore transactions. More information about the Funds is available in the Funds’ Confidential Private Placement Memoranda (“PPM”).

Highline was founded in 1995 and is primarily owned by Jacob W. Doft, Chief Executive Officer. As of December 31, 2012 Highline managed approximately \$1.8 billion on a discretionary basis in 6 accounts. In aggregate the Funds have approximately 425 investors.

## **Fees and Compensation**

Highline's investment advisory fees are generally charged and collected in accordance with the Funds' offering documents. Depending on factors such as, the dates of initial and additional subscriptions into the Funds, different share class, or Fund domicile, the asset based fees charged to the Funds range from 1% to 2.0 % (per annum) of the net asset value of the Fund shares for the Offshore Funds or each of the Investor's capital account balance for the Partnerships (prior to reduction for any accrued performance based fees and/or allocations as discussed below and for the asset based fee then being calculated). Asset based fees for the Funds are typically charged monthly or quarterly in advance based on the respective net asset value on the first day of the relevant billing period. The asset based fee will generally be pro-rated based upon an Investor's actual period of ownership in the Fund.

Investors in the Funds may be assessed up to a 5% early withdrawal/redemption fee in the event that a redemption is requested before the completion of a lock-up period, or is not on the established quarterly or semi-annual liquidity dates ("Effective Withdrawal Date").

The actual distribution of assets based on investors' withdrawals requests may be subject to the following: at least 95% of the requested withdrawal amount (depending on which Fund the Investor is invested in), will be paid within 30 days after the Effective Withdrawal Date, with the balance paid within a reasonable time after the Fund's annual audit.

In addition to Highline's and/or the general partner's fees, Investors will bear indirectly the fees and expenses charged to the Funds. Those fees will vary, but typically include administrative fees, insurance, custodial and transaction costs paid to administrators/custodians, legal and accounting, travel related to investment research, brokers or any other third parties. Highline may recommend securities (e.g., exchange-traded funds or private investments) that include a separate management and/or incentive fee, assessed by an unaffiliated investment adviser. The unaffiliated adviser's fees associated with such investments are in addition to the fees charged by Highline (and/or the general partners of the private funds) with respect to such assets. Investors should review all fees and expenses charged by Highline and its affiliates, custodians and brokers and others to fully understand the total amount of fees to be paid by the Funds.

Fees and terms are not negotiable except in limited circumstances at Highline's sole discretion. Highline and/or the general partner, in its discretion reserves the right to reduce or waive fees and/or certain terms, including but not limited to, waiving Lock-Up Periods, waiving performance based fees, reducing or waiving asset based fees.

## **Performance Based Fees**

In addition to the fees noted in the Fees and Compensation section above, Highline charges the Funds performance based fees which are fees based on a share of capital gains on or capital appreciation of the client's assets. The performance based fees are generally equivalent to 20% of net realized and unrealized profits accrued annually, subject to a high-water mark. Should an Investor partially or fully withdraw capital from a Fund, any performance based fee accrued to date will be assessed accordingly.

The existence of performance based fees could theoretically incentivize Highline to manage Client portfolios in a more aggressive, risky manner; however, Highline attempts to minimize this risk by ensuring that it is managing the accounts in accordance with stated investment objectives. In addition, the performance based fee received by Highline is based primarily on realized and unrealized gains and losses. As a result, the performance based fee earned could be based on unrealized gains that Investors may never realize.

## **Types of Clients**

As noted in the *Advisory Business* section above, Highline provides discretionary investment advisory services to the Funds. Although Highline has the authority to accept subscriptions for any lesser amount, the minimum investment in a Fund is generally \$2,000,000, with the exception of certain class shares of the Offshore Funds which is generally \$250,000. Depending on the Fund, Investors must be: (i) “qualified purchasers” within the meaning of the Investment Company Act of 1940; (ii) “accredited investors” within the meaning of Regulation D under the Securities Act of 1933; and/or (iii) “Professional Investors” as defined in the British Virgin Islands Mutual Funds Act, 1966.

In addition, each U.S. Investor in any of the Funds that is charged the performance based fee described in the *Performance Based Fees* section above, must also satisfy the eligibility requirements of a “qualified client” as set forth in Rule 205-3 under the Advisers Act.

Highline has discretion to agree with certain Investors in the Funds to waive or modify the application of certain terms applicable to such Investor in a “side letter” or in any other manner, without obtaining the consent of any other Investor in such Funds. For example, Highline may agree to, among other things, “key man” provisions, “most-favored nation” status, notification terms if certain outcomes occur, and written confirmation or clarification of terms described in the Funds’ offering materials.

From time to time, certain firms or individuals that Highline, HCH, and/or the Funds conduct business with may invest in the Funds. There is a potential conflict of interest arising from such investments in that Highline, HCH, and/or the Funds may have an incentive to maintain or increase its level of business with such individuals or firms as a result of these investments (e.g., services providers and broker/dealers utilized by Highline). Highline evaluates these relationships on an ongoing basis in the context of these investments in order to ensure that these potential conflicts of interests are mitigated.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

Investment Strategy. Highline generally seeks long-term capital appreciation coincident with what it believes to be a conservative portfolio structure supplemented by sound risk management practices. Highline has historically invested primarily in U.S. equities, both long and short, with relatively low net long exposure to the equity market. Notwithstanding, Highline may also transact in privately placed securities, currencies, private investments in public equity securities (PIPES), equities traded in foreign markets, exchange-traded funds (ETFs), index options, and derivatives, including swap agreements. Highline attempts to employ a disciplined investment style and achieve portfolio diversification with the goal of creating attractive risk-adjusted returns.

However, as noted in the Funds' offering materials, there is no material limitation on the strategies, markets or instruments in which the Funds' may trade or invest.

When evaluating securities for investment, Highline employs various valuation techniques and conducts comprehensive due diligence, including, but not limited to: company visits, discussions with company management, qualitative and quantitative screening, and consultations with its network of industry and due diligence consultants.

**Investment Risks.** An investment in the Funds entails a significant degree of risk and therefore should be undertaken only by investors capable of evaluating the risks of the Funds and bearing the risks it represents. Set forth below is a non-exhaustive list of such risks, however, prospective Investors are advised to review the applicable Fund offering documents for a more extensive description of the risks of investing in the Funds:

1. Illiquidity of investments by the Funds
2. Changes in legal, fiscal, and regulatory regimes
3. Nature of equity or equity-related investments
4. Dependence on Highline's key personnel
5. Portfolio concentration
6. Counterparty risk
7. Investment environment and market risk
8. Market volatility risks
9. Use of leverage by the Funds which amplifies both gains and losses
10. Implementation of a short-biased strategy in rising markets

**Risk of Loss.** Investments in the Funds and the underlying financial instruments in which they invest are highly speculative. The Funds may not be successful in meeting their performance objectives. Investors should not subscribe to the Funds unless they can bear the risk of a complete loss of their capital. There is no assurance that the Funds will be able to generate returns or that the returns will be commensurate with the risks inherent in their investment strategy. The past investment performance of Highline cannot be taken to guarantee future results of the Funds or any investment in the Funds.

## **Disciplinary Information**

Highline and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of Highline or its personnel.

## **Other Financial Industry Activities and Affiliations**

As noted in the *Advisory Business* section above, the general partner of the Domestic Funds is Highline Capital Holdings L.L.C., which is a related entity of Highline. Additionally, the Funds themselves may be considered related entities of Highline.

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

Highline recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its Investors; (ii) its long-term business interests are best served by adherence to the principle that the interests of Investors come first; and (iii) it has a fiduciary duty to its Investors to act for their benefit. All Highline personnel must put the interests of the Funds and Investors before their own personal interests and must act honestly and fairly in all respects in dealings with Investors. All Highline personnel must also comply with all federal securities laws.

Highline has adopted a Code of Ethics governing personal trading by its personnel. Among other requirements, all personnel must seek pre-approval from the Chief Compliance Officer (“CCO”) for certain personal trades, must report their personal securities transactions and holdings to the CCO, and must act as “whistleblowers” when it is believed that a violation of the Code of Ethics has occurred. The Code of Ethics additionally requires the CCO to regularly review all personal trading documents and to address any issues noted during the review, including the appropriateness of imposing a penalty for violations of the Code of Ethics. The Code is available upon request by contacting Highline at the address or telephone number listed on the first page of this document.

Eligible Highline personnel hold, either directly or through the Funds’ general partner, financial interests in the Funds. Additionally, it is possible that Highline personnel may personally invest in some of the same investments that are held by the Funds, or that they may own investments that are subsequently purchased for the Funds. In such cases, the CCO would have/will pre-approve such transactions to evaluate any issues resulting from the employee’s proposed ownership.

## **Brokerage Practices**

### **Investment Discretion**

Highline buys and sells securities and other instruments for its Clients on a discretionary basis in a manner consistent with each Client’s investment objectives and restrictions, as set forth in the governing agreements and documents of each Client.

Highline is authorized to make the following determinations in accordance with each Client’s objectives and restrictions without obtaining prior consent from any Client or investor: (1) which securities or instruments to buy or sell; (2) total amount of securities or instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

### **Opposing Recommendations**

Highline may buy, sell or hold securities for itself or certain Clients while entering into the opposite investment decision for one or more other Client accounts.

### **Soft Dollars**

Highline executes Client transactions and generates “Soft Dollar Credits” through Soft Dollar Brokers to pay for both research and mixed use products/services. Soft dollar arrangements

represent potential conflicts of interest since clients' commissions are used to obtain products/services that Highline would otherwise have to obtain with its own funds.

*a. Research*

The research products/services received by Highline from the Soft Dollar Brokers, either directly or through third-party arrangements between the Soft Dollar Brokers and the third party service provider include, among others, information services on the economy, industries, groups of securities and individual companies, databases, quotation systems, performance measurement reports, bond/stock pricing information, periodicals and exchange fees paid for live market data.

*b. Mixed Use*

Highline receives some services that may be used for both research and other, non-research purposes (i.e. "mixed-use products/services" such as Advent portfolio management software). Highline assumes that the non-research portion of the mixed-use products/services are for its own benefit rather than the benefit of Clients and therefore makes a good faith effort to determine the relative proportion of such mixed-use products/services related to both research and non-research purposes. While some products/services could be considered mixed-use products/services the products/services shall be paid for in part or in whole using soft dollars.

The Soft Dollar Brokers will not charge Highline a separate fee for research and other services, and the continued provisions of such services in some cases is conditioned upon Highline executing a particular level of transactions through the Soft Dollar Brokers. Highline maintains detailed documentation regarding these arrangements and more information regarding Highline's soft dollar practice is available upon request by contacting Highline at the address or telephone number listed on the first page of this document. Finally, certain research products and services obtained by Highline via Soft Dollars may not be utilized to solely service the Client that primarily generated the Soft Dollar Credits used to obtain the research product or service. However, Highline generally utilizes all of the products or services obtained via Soft Dollars to service all of its Clients, regardless of the Client commissions that were utilized to generate the Soft Dollar Credits.

*Trade Errors*

Trade errors resulting in losses are netted against trade errors resulting from gains in the trade error account. Should the trade error account at the end of any calendar year identify a balance due to Clients, Highline will reimburse the Clients for such amounts due plus a reasonable amount of pro - rata interest.

*Aggregation of Orders*

The same investment decision may be made for more than one Client account managed by Highline. In such circumstances, in the event that purchase and sell orders of the same class of security are occurring at the same time for multiple Clients, the orders may be combined for the purpose of seeking best execution for each participating Client. An order that is partially filled, will, as a general matter, be allocated pro-rata in proportion to each participant's original order or account size. Notwithstanding, additional factors may cause deviations from Highline's general trade allocation methodology, and those factors will be reviewed over time.

### Best Execution

Highline seeks to obtain the best execution in making its decisions regarding brokerage commissions in securities transactions for its Clients, taking into account the following factors (this is not an exhaustive list): the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the firm's risk in positioning a block of securities; the quality, their expertise in particular markets, comprehensiveness and frequency of available research services considered to be of value; the degree of anonymity in which the transaction achieves; and the competitiveness of commission rates in comparison with other brokers satisfying Highline's other selection criteria. Although Highline generally seeks the competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. In certain instances the Company may execute over the counter securities transactions on an agency basis, which may result in Clients incurring two transaction costs for a single trade: a commission paid to the executing broker-dealer in addition to the market maker's mark-up or mark-down. Finally, investors in the Funds may include individuals employed by broker/dealers through which Highline transacts. While a potential conflict of interest may exist given the relationship, Highline does not allocate brokerage transactions based on such relationships. Instead, Highline allocates brokerage transactions pursuant to its fiduciary duty to Clients, seeking to obtain best execution on transactions.

### Allocation of New Issues

New Issues, if consistent with each Client's investment strategy, will typically be allocated pro-rata among all eligible Clients based on net assets. Exceptions to such allocation may be made at the discretion of Highline for reasons including, but not limited to, prohibitions of law and a strict pro rata allocation would result in a Fund receiving a de minimus number of shares. Highline allocates New Issues or allocates the profit and loss from New Issues only to those Investors in the Funds who may, pursuant to FINRA Rules 5130 and 5131, participate in such allocations.

### Incubator Funds

Highline may occasionally manage accounts whose assets are beneficially owned by Highline and/or its employees in accordance with investment strategies that differ from those pursued in existing Client accounts. Highline engages in such management activities in order to develop investment products/mandates that may be suitable for outside clients/investors at some point in the future. When managing an Incubator Fund, Highline understands the potential conflicts of interest associated with the investment allocation process and has undertaken to ensure a fair and equitable allocation of investments among the Incubator Funds and Clients. Highline's Brokerage Review Committee regularly reviews the trading activity of the Incubator Funds and Clients.

### Cross and Principal Trades

Subject to applicable restrictions under the Employee Retirement Income Security Act of 1974, as amended, as well as each Fund's investment guidelines and restrictions, Highline may direct one Fund to sell securities to another Fund through a "cross trade" in which neither Highline nor a related person will receive compensation. Any such transaction will be effected based on the then current independent market price and consistent with valuation procedures established by Highline. Cross trades are most commonly completed as a means to balance the Funds on a



monthly basis. To the extent that any such cross transaction may be viewed as a principal transaction due to the ownership interest in a Fund by Highline and its personnel, Highline will comply with the requirements of Section 206(3) of the Advisers Act, including that Highline will notify the Funds (or an independent representative of the Funds) in writing of the transaction and obtain the consent of the Funds (or an independent representative of the Funds).

## **Review of Accounts**

Client portfolios are reviewed with regard to positions held, risk exposure and proper settlement at least on a daily basis by Mr. Doft, Highline's investment professionals, the Head Trader, and the in-house Operations Team.

Investors in the Funds generally receive annual audited financial statements, monthly notices of Fund performance estimates, Investor account balances through Highline's website and the Funds' Administrators, and a quarterly narrative Investor letter which includes the respective Fund's quarterly performance estimates, performance attribution, general discussion on Highline's perception of the markets and investment environment, as well as general Fund positioning and performance information.

## **Client Referrals and Other Compensation**

Highline does not directly or indirectly compensate any third-party for client referrals.

Highline effects securities transactions through a number of broker-dealers. By virtue of it conducting business with broker-dealers, Highline may receive certain economic benefits from such broker-dealers which would not be received if the Company did not transact through the broker-dealers. These benefits may include, but are not limited to: access to an electronic communication network for order entry and account information; receipt of proprietary research; and participation in broker-dealer sponsored research and capital introduction conferences. Highline understands that the benefits received through its relationship with the broker-dealers (including its prime brokers) generally do not depend upon the amount of transactions directed to, or amount of assets custodied by, the broker-dealers.

## **Custody**

With the exception of investments in "privately offered securities" per Rule 206(4)-2 under the Investment Advisers Act of 1940 (i.e., the custody rule), all Fund assets are held in custody by unaffiliated broker/dealers or banks acting in the capacity as "qualified custodians".

Notwithstanding the foregoing, HCH's role as general partner to the Funds enables Highline personnel to access Fund assets and Highline has developed procedures that ensure the safeguarding and protection of the assets. Such procedures include among other things, the separation of functions and dual signatory approvals for the distribution of Fund capital.

The Funds are subject to an annual audit and the audited financial statements are distributed to each Investor. The audited financial statements are prepared in accordance with generally accepted accounting principles, issued with an unqualified opinion, and distributed within 120 days of the Funds' fiscal year ends.

## **Investment Discretion**

Highline buys and sells securities and other instruments for its Clients on a discretionary basis in a manner consistent with each Client's investment objectives and restrictions, as set forth in the governing agreements and documents of each Client.

Highline is authorized to make the following determinations in accordance with each Client's objectives and restrictions without obtaining prior consent from any Client or investor: (1) which securities or instruments to buy or sell; (2) total amount of securities or instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

## **Voting Client Securities**

Unless otherwise directed by a Client, Highline will be responsible for voting proxies. Highline has developed a written policy and procedures governing its activities in this area. In general, Highline's proxy voting policy requires it to vote client proxies in the interest of maximizing shareholder value. All proxy matters, including how proxies will be voted and how conflicts of interest will be remediated, are determined by Highline's Proxy Voting Committee. In addition, Highline maintains a record of all proxy votes cast on behalf of its Clients.

When class action documents are received by Highline, it is generally Highline's policy to participate in any recoveries related to the class action suit and file the Proof of Claim forms accordingly on behalf of the Funds. Highline utilizes an independent third party service provider to assist with identifying potential class action recoveries for Highline's Clients. This third party is compensated based on a percentage of the proceeds recovered from a class action filing. It should be noted that Clients bear the cost (i.e. receive a reduced amount of the class action proceeds) of any third party used for class action recovery services. Highline credits any class action settlements received for a Fund to current investors in that particular Fund.

A copy of Highline's proxy voting policy and the proxy voting record relating to a Client of Highline may be obtained by contacting Highline at the address or telephone number listed on the first page of this document.

## **Financial Information**

Highline has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client portfolios.