

**FORM ADV  
PART 2**

**THIS DOCUMENT IS BEING PROVIDED UNDER REQUIREMENTS OF  
THE INVESTMENT ADVISERS ACT OF 1940**

**ACK Asset Management LLC**  
(Exact name of adviser as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**2 Overhill Road, Suite 400**  
**Scarsdale, NY 10583**  
**Phone: (914) 220-8340**  
(Address, including zip code, telephone number, including area code of registrant's principal executive office)

**Website: [www.ackasset.com](http://www.ackasset.com)**  
(Internet website address of registrant)

**20-3467522**  
(I.R.S. Employee Identification Number)

**January 28, 2013**

This brochure provides information about the qualifications and business practices of **ACK Asset Management LLC** ("ACK" or "Adviser") and **ACK Asset GP LLC** ("ACK GP"). ACK and ACK GP are together filing a single Form ADV, including this Brochure, in reliance on the position expressed by the SEC in the no-action letter titled American Bar Association, Business Law Section. References to "ACK" or "Adviser" herein also apply to ACK GP unless the terms "ACK GP" or "General Partner" are used.

If you have any questions regarding the contents of this Brochure, please contact ACK at (914) 220-8340 and/or via electronic mail to [kcooper@ackasset.com](mailto:kcooper@ackasset.com). 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. ACK is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information with which you may determine to hire or retain advisory services. Additional information about ACK is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

The following material changes were made to this Brochure since it was last filed on January 30, 2012 (dated January 6, 2012):

- Additional information was added regarding ACK GP, which is filing a single Form ADV along with ACK, in reliance on the position expressed by the SEC in the no-action letter titled American Bar Association, Business Law Section. Among the additions was information regarding ACK and ACK GP managing client accounts other than those of the private funds described below the objectives and investment selection of which may be similar to or differ from those of the private funds.
- The names of the specific private funds established and managed by ACK were included along with the applicable minimum investment amounts for the funds.

Pursuant to SEC Rules, we will ensure that you receive a copy of this Brochure or a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may also provide other ongoing disclosure information about material changes as necessary and provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Our Brochure may be requested by contacting Kenneth Cooper, Chief Financial Officer and Chief Compliance Officer, at (914) 220-8340 and/or via electronic mail at [kcooper@ackasset.com](mailto:kcooper@ackasset.com). Additional information about ACK is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with the Adviser who are registered, or are required to be registered, as investment adviser representatives of the Adviser, if applicable.

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#### **Item 4 – Advisory Business**

ACK has been in business since 2005 and offers the services described below primarily to corporations, pension and profit sharing plans, foundations, private investment funds, trusts, investment companies and other separate accounts. ACK provides investment supervisory services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. ACK serves as investment adviser to several private funds including ACK Asset Partners LP and ACK Asset Partners (Cayman) Ltd, both of which invest their assets in ACK Asset Master Fund LP, the master fund, and ACK Asset Partners II, LP. Collectively, these private funds are referred to as “Private Funds” herein.

The firm is owned by Richard S. Meisenberg and John H. Reilly III, Managing Members. As of December 31, 2012, ACK managed discretionary client assets valued at approximately \$283 million. ACK does not manage assets on a non-discretionary basis.

#### **Item 5 – Fees and Compensation**

Fees collected by ACK are governed by investment management agreements. Pursuant to these agreements, ACK provides investment supervisory services to the Private Funds and separately-managed accounts (currently consisting of pension funds and private funds that were not established by ACK or its affiliates). For the Private Funds, ACK typically receives an annual management fee of 1.5 percent of the assets under management and an incentive fee of 20 percent of the annual appreciation of the assets. Under these arrangements, ACK or the General Partner, as applicable, will participate in a pro-rata share of the profits of the Private Funds. The incentive fee which is calculated based on the percentage of net capital appreciation of the investor's capital account either at the end of the calendar year or as reflected in the funds' private placement memorandum or other managing document. ACK or the General Partner may in their sole discretion, waive or reduce the fee to fund investors who are members, principals, employees or affiliates of ACK, relatives of such persons and certain large or strategic investors.

The Private Funds may enter into agreements (“Side Letters”) with certain shareholders that will result in different terms of an investment in the Private Fund than the terms applicable to other shareholders. As a result of such Side Letters, certain shareholders may receive additional benefits which other shareholders will not receive. Except as required by law, in general, the Private Fund will not be required to notify any or all of the other shareholders of any such Side Letters or any of the rights and/or terms or provisions of the Side Letters. The Private Fund will not be required to offer such additional and/or different rights and/or terms to any or all of the other shareholders.

Unless the investment advisory agreement provides otherwise, advisory fees for separately-managed accounts managed by ACK are calculated through the last day of the month or quarter and paid in arrears within 15 days after the last business day of such quarter, based upon the value of the managed assets for such month or quarter, as calculated by the Adviser and the custodian based on values generally obtained from third-party pricing sources. In the absence of such information, the fair value is reasonably determined by the Adviser on the payable date of each such stated period. If the advisory relationship is terminated prior to the end of the monthly or quarterly period, the fee is pro-rated and paid through the termination date. Fees are either debited directly from a client's custodial account (upon authorization from the client) or clients are billed. The Adviser and any client may discontinue the advisory relationship and terminate the investment advisory agreement upon written notice to the other party. Separately-managed accounts are provided with daily custodial reports detailing the activity of the managed assets and quarterly statements setting forth the computation of fees

Advisory fees for Private Funds are calculated on the first day of the quarter and paid in advance, based upon the value of the managed assets at the beginning of such quarter. Fees are debited directly from the funds. Investors in the Private Funds are provided with quarterly custodial reports detailing the activity of the managed assets.

The Adviser provides investment advisory services to private funds not established by ACK or its affiliates and pension funds and may provide investment advisory services to large institutional, pension and endowment funds or to individuals with substantial account balances. Fee arrangements with such accounts will be negotiated and established individually, based on the particular investment needs, characteristics and size of such accounts. Such fee arrangements may be performance based, whereby the Adviser would be paid a base fee plus a performance fee based on the total return of the account.

Client assets invested in money market funds or other mutual funds managed by independent managers, including funds at custodian banks, broker dealers or other custodians, may be subject to management fees charged by the manager of these funds which are in addition to management fees charged by the Adviser.

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

The investment adviser has entered into performance fee arrangements with the Private Funds and separately-managed accounts to which it serves as investment manager. The Adviser structures any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, the Adviser includes realized and unrealized capital gains and losses. Performance-based fee arrangements may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. The Adviser has procedures designed to ensure that all clients are treated fairly and equally and to prevent this conflict from influencing the allocation of investment opportunities among clients.

#### **Item 7 – Types of Clients**

ACK offers its services primarily to individuals, corporations, pension and profit sharing plans, foundations, private investment funds, trusts, investment companies and other separate accounts. ACK's current clients are Private Funds and pension funds. There is no established fixed minimum account size for separately-managed accounts although ACK would generally not accept an account below \$20 million in assets. The minimum investment amounts in ACK Asset Partners LP and ACK Asset Partners (Cayman) Ltd is \$500,000, and the minimum investment ACK Asset Partners II, LP is \$1 million. The minimum investment amounts may be waived by the General Partner or Adviser.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

ACK advises clients pursuant to a long/short equity strategy focused on small and mid-capitalization stocks with the potential to deliver significant capital appreciation and strong absolute returns with strong capital preservation characteristics. These descriptions of strategies which ACK may use should not be understood as limiting ACK's investment activities. ACK may engage in investment strategies for its client accounts not described here that ACK considers consistent with clients' overall investment program. Client investment programs may be speculative and entail substantial risks. There can be no assurance that an accounts investment objective will be achieved or that investment results might not vary substantially on a monthly, quarterly or annual basis. Certain investment practices can, in certain circumstances, increase the adverse impact to which client's portfolios may be subject.

ACK looks for fundamental change in companies and catalysts that can drive growth. ACK monitors the macroeconomic environment to identify secular and cyclical trends that can drive long and short opportunities in certain sectors and industries in the economy. Valuation is a key part of the investment equation in both the long and short side of ACK's managed portfolios. The short side is managed to add both alpha to the overall portfolio and serve as a hedge during down markets.

The Adviser believes that the small capitalization segment of the United States stock market is relatively inefficient. Typically, small capitalization companies have limited sell-side research coverage. Since small capitalization companies outnumber their large cap counterparts by a ratio of more than 10-to-1, the Adviser believes there is often limited institutional analysis by buy-side firms. In aggregate, more than eighty percent of companies listed on New York Stock Exchange, American Stock Exchange and the NASDAQ Stock Market fall into the bottom quintile in market capitalization. The Adviser believes there are many instances of inefficiencies in the small capitalization segment because the major new money being invested in equities has gravitated towards larger, more liquid securities (issuers with market capitalizations of \$1.5 billion or more). The Adviser feels this is especially true in areas where positive fundamental change has already occurred but is not evident in reported earnings, as well as in areas where there are steps in place for positive fundamental change to occur, which steps are not yet evident. The Adviser seeks to target companies with strong management teams that have experience in their fields and proven track records for success. The Adviser views company management teams as partners in investments and values insider ownership. The Adviser seeks to communicate its suggestions to company management and convey how such suggestions will impact their wealth. The Adviser expects to invest in companies that have high equity components for management compensation.

The Adviser's research process has a strong emphasis on free cash flow generation ("FCF"). In addition to balance sheet and income statement analysis, the Adviser will follow a company's internal cash generation and the ways the company invests that cash for shareholder returns. The Adviser will typically use FCF yield as an important valuation metric and will generally build its own detailed earnings and cash flow models for its investments, creating bottom up estimates utilizing publicly available information from management, customers, suppliers and competitors. The Adviser seeks to identify business models with high recurring revenue components, defensible niche businesses and pricing power in their markets. The Adviser recognizes that these "ideal" investments are rare and intends to concentrate investments in these opportunities when possible. The Adviser recognizes that timing of an investment is very important and intends to utilize money flows and identify catalysts to pick the entry price.

While ACK will invest primarily in publicly-traded equities on behalf of its client accounts, ACK may also invest in privately-issued securities of both public and private companies including, from time to time, investment in privately issued securities of public companies ("PIPES") that generally involve contractual obligations by the issuer to take certain actions such as registering the securities for resale.

## **Material Risks**

The list of risk factors below is not a complete enumeration or explanation of the risks involved in an investment through ACK or any of the client portfolios it manages. For investors or potential investors in Private Funds managed by ACK, refer to the private placement memorandum and other Private Fund documents, such as the limited partnerships agreement, for a complete description of risks associated with the Private Fund(s).

Trading in Small and Mid-Capitalization Markets. ACK invests in the stocks of small and mid-capitalization companies. The earnings and prospects of these companies are generally more volatile than larger companies. Small and mid-capitalization companies may experience higher failure rates than do larger companies. While ACK believes they often provide significant potential for appreciation, such stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these

stocks may be more illiquid than that of larger capitalization stocks. The trading volume of the securities of these companies is normally less than that of larger companies and, therefore, may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies. These securities entail more risk (and potentially more benefit) than investments in shares of companies with higher market capitalizations because of market conditions in general, especially in times of market volatility and illiquidity. In addition, failed expectations concerning particular industries or companies and negative analyst comments could have a relatively dramatic effect on the prices of these securities.

High Growth Industry Related Risks. ACK may invest its client assets in high growth companies, which may allocate, or may have allocated, greater than usual amounts to research and product development. The securities of such companies may experience above-average price movements associated with the perceived prospects of success of the research and development programs. In addition, these companies could be adversely affected by lack of commercial acceptance of a new product or products or by technological change and obsolescence. Some of these companies may have limited operating histories. As a result, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses. Further, many high growth companies with proprietary technology rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect their proprietary rights, which may be essential to the growth and profitability of the company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which ACK invests client assets. Conversely, other companies may make infringement claims against such companies, which could have a material adverse effect on these companies.

The markets in which many high growth companies operate are extremely competitive. New technologies and improved products and services are continually being developed, rendering older technologies, products and services obsolete. Competition can result in significant downward pressure on pricing. There can be no assurance that these companies will successfully penetrate their markets or establish or maintain competitive advantages.

Non-Diversification/Concentration. ACK may invest client accounts primarily in the equity securities of a small number of issuers and will likely be invested primarily in United States issuers. In addition, in certain cases, client accounts may be concentrated in a small number of issuers. Accordingly, a client's portfolio may be subject to more rapid change in value than would be the case if ACK elected not to concentrate on certain issuers or maintained a wider diversification among industries, geographic areas, types of securities and issuers.

Leverage. While the use of certain forms of leverage including margin borrowing, structured products or derivative instruments can substantially improve the return on invested capital, such use may also increase the adverse impact to which a client portfolio may be subject. Borrowings will usually be from securities brokers and dealers and will typically be secured by a client's securities and other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures portfolio obligations and if the portfolio were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the portfolio's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the portfolio's profitability.

Options. ACK may trade in put and call options, which are highly specialized activities and entail greater than ordinary investment risks. Trading put and call options can result in large amounts of leverage because option premiums paid or received by an investor are small in relation to the market value of the investments underlying the options. As a result, the leverage offered by trading in options could cause an

investor's asset value to be subject to more frequent and wider fluctuations than would be the case if the investor did not invest in options.

PIPES-Contractual Risk and Regulatory Framework. As mentioned above, ACK may invest in PIPES. Unlike the purchase of freely-tradable common stock in the open market, the PIPES investments generally involve contractual obligations by the issuer of such securities requiring the issuer to take certain actions, such as registering the securities or, in the case of convertible securities, issuing the underlying securities upon exercise of convertible securities and registering the underlying securities with the appropriate federal and state authorities for resale. There can be no assurances that any issuer will succeed in registering for public resale the securities held by client portfolios or that registration of securities pursuant to any such arrangement will create liquidity.

Speculative Purchases of Securities. ACK may also make certain speculative purchases of securities. Such purchases may include securities which the Adviser believes to be undervalued, or where a significant position in the securities of the particular issuer has been taken by one or more other persons or where other companies in the same or a related industry have been the subject of acquisition attempts. There can be no assurances that securities which the Adviser believes to be undervalued are in fact undervalued, or that undervalued securities will increase in value. If ACK purchases securities in anticipation of an acquisition attempt or reorganization, which does not in fact occur, the client portfolio may experience losses. Further, in such cases, a substantial period of time may elapse between the purchase of the securities and the acquisition attempt or reorganization. During this period, a portion of the portfolio's funds would be committed to the securities purchased, and the portfolio may finance such purchase with borrowed funds on which it will have to pay interest.

Short Sales of Securities. Client portfolios may maintain short positions. A short sale is effected by selling a security that the client portfolio does not own. ACK may purchase and hold those securities for client accounts which it believes are likely to increase in market value and, at the same time, sell or be short in other securities in an attempt to realize gain or protect the value of the client's portfolio against declines in security prices. Short selling, or the sale of securities not owned by a portfolio necessarily involves certain additional risks. Such transactions expose the portfolio to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and in the case of equities, without effective limit.

In order to make delivery to the purchaser, the portfolio must borrow the security and may have to pay a premium to the lender of the security. In so doing, the portfolio will become obligated to replace that security, whatever its price may be at the time the portfolio purchases it for delivery to the lender. When a security is heavily shorted or in limited supply in the market, the portfolio, in order to cover its short position, may have to pay a price higher than the Adviser anticipated in order to replace the security since it will be competing for the supply with other short sellers as well as with purchasers of regular "long" positions. Thus, potential losses on short positions are greater than potential losses on securities owned by the portfolio. The portfolio must also pay to the lender of the security the dividends or interest payable during such period.

There is the risk that the securities borrowed by a portfolio in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the portfolio might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Risks From Hedging Activities. The Adviser will, from time to time, employ various hedging techniques to attempt to reduce the risk of highly speculative investments in securities. There remains a substantial risk, however, that hedging techniques may not always be effective in limiting losses. If the Adviser analyzes market conditions incorrectly or employs a strategy that does not correlate well with portfolios' investments, the hedging techniques could result in a loss, regardless of whether the intent was to reduce



risk or increase return. Further, a specific hedge may not be available with respect to a particular investment and even if available, may not perfectly match the position which is sought to be hedged. These hedging techniques may also increase the volatility of client portfolios; may involve a small investment of cash relative to the magnitude of the risk assumed; or result in a loss if the other party to the transaction does not perform as promised.

Lack of Liquidity. The Adviser monitors the liquidity of client assets in making decisions regarding the client investments. However, certain investments may have to be held for a substantial period of time before they can be liquidated to the portfolio's greatest advantage or, in some cases, at all. Portfolios may also hold securities for which a market exists but which generally have a relatively low trading volume. Portfolios may not be able to dispose of such securities at the most favorable price or time if there is limited demand when the Adviser wishes to sell them.

Portfolio assets may, at any given time, include securities and other financial instruments or obligations which are very thinly traded or for which no market exists or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts. Further, such investments may be extremely difficult to value with any degree of certainty.

Foreign Securities. ACK may, from time to time, invest client portfolios in securities of non-U.S. issuers. Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies, and utilization of foreign currency forward contracts and options on foreign currencies involve certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of non-U.S. taxes, less liquid markets and less available information than are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility. Higher expenses also may result from investment in foreign securities than would be the case with domestic securities because of the costs that are incurred in connection with conversions between various currencies and because foreign brokerage commissions may be higher than the United States. Foreign securities markets also may be less liquid, more volatile and less subject to governmental supervision than those in the United States.

New Issues. ACK may also purchase so-called "new issue" securities for client accounts. The risk of loss associated with securities purchased in initial public offerings is greater than those in connection with general securities trading. While the Adviser believes that "new issues" offer significant potential for gain, the prices of newly issued securities may not increase as expected, and in fact may decline to a significant extent. The Adviser will have access to new issue markets only if it is able to generate relationships with broker-dealers. Also, if the Adviser is not correct in its assessment of which new issues will appreciate, portfolios will suffer losses. If the Adviser is unable to liquidate such positions in a timely manner, portfolios will be exposed to further losses which could be considerable.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the Adviser or the integrity of its management. ACK has no applicable disciplinary information.

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

ACK GP, which is a Delaware limited liability company, is the General Partner of three of the Private Funds managed by ACK. Richard S. Meisenberg and John H. Reilly III are the managing members of ACK GP. In addition, the General Partner or Adviser may in the future manage partnerships or other pooled investment entities and accounts including, without limitation, investment vehicles for the benefit of

employees, with investment objectives that are the same as, similar to or different from those of the Private Funds. Additionally, the General Partner or the Adviser (and their respective principals or affiliates) may serve as investment advisers or investment managers to other client accounts and conduct investment activities for their own accounts. Such other entities or accounts may have investment objectives or may implement investment strategies similar to those of the Private Funds. The General Partner or the Adviser (or their respective principals or affiliates) may give advice or take action with respect to such other entities or accounts that differs from the advice given with respect to a Private Fund.

#### **Item 11 – Code of Ethics**

ACK may give advice and take action with respect to any client account or for its own account, or the account of its officers, directors, employees, members or agents, that may differ from action taken by ACK on behalf of other accounts. ACK is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that ACK or its officers, directors, employees, members or agents, may buy or sell, directly or indirectly, for its or their own accounts or for any other account ACK manages except to the extent that such investments violate the Code of Ethics (“Code”) adopted by ACK. Additionally, ACK personnel may invest in private funds which, in turn, may invest in securities ACK invests in on behalf of other managed accounts. As these situations may represent a potential conflict of interest, ACK has implemented procedures relating to personal securities transactions and insider trading that are designed to manage these conflicts of interest. These procedures include specific trade reporting and pre-clearance requirements. All external advisory activity, including full trading and portfolio disclosure, related to these accounts is covered by the Code and subject to quarterly reporting requirements.

One of the fundamental principles of the Code is that managing members, officers and employees of ACK have a fiduciary duty to place Client interests first and to conduct all personal securities transactions in a manner that does not interfere with Client transactions or otherwise take unfair advantage of the relationship of the managing member, officer or employee to Clients. ACK provides all personnel with a copy of the current Code and such personnel are required to provide ACK with a written acknowledgement of their receipt of the Code and understanding of its requirements. An existing or prospective client or Private Fund investor may obtain a copy of the Code by contacting Kenneth Cooper, Chief Financial Officer and Chief Compliance Officer, at (914) 220-8340 and/or via electronic mail at [kcooper@ackasset.com](mailto:kcooper@ackasset.com).

#### **Insider Trading Policy**

ACK has adopted an “Insider Trading” policy in accordance with Advisers Act Section 204A, which prohibits the misuse of material nonpublic information by ACK and all of its personnel. In addition, the Code contains restrictions on using inside information to engage in any personal transactions to disclose any material nonpublic information. Any ACK managing member, officer, employee or other access person who fails to observe the above-described policies risks serious sanctions, including dismissal and personal liability.

#### **Item 12 – Brokerage Practices**

In determining the ability of a broker or dealer to provide best execution of securities transactions, ACK considers a number of factors, including the execution capabilities required by the transactions; the importance of speed, efficiency and confidentiality; the broker or dealer’s apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived soundness of the broker or dealer; as well as other matters relevant to the selection of a broker or dealer for portfolio transactions.

## **Commission Rates or Equivalents**

ACK has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker or dealer on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expenses incurred for effecting portfolio transactions to the extent consistent with clients' interests and objectives. Although ACK generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

## **Use of Soft Dollar Arrangements**

When appropriate under its discretionary authority and consistent with its duty to obtain best execution, ACK may direct brokerage transactions for client accounts to broker-dealers who provide ACK with research and brokerage services. The brokerage commissions used to acquire these services are known as "soft dollars." Section 28(e) and related SEC interpretive materials provide a "safe harbor" which allows ACK to pay for research and brokerage services with soft dollars generated by client account transactions. Section 28(e) permits ACK, under certain circumstances, to cause client accounts to pay brokers and dealers a commission for effecting portfolio transactions in excess of the commission another broker or dealer would have charged to effect such transactions. Broker-dealers typically provide a bundle of services, including research and execution. The services provided can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by the broker-dealer). ACK may use soft dollars to acquire either type.

It may not be possible to place a value on the special executions or on the research services ACK receives from broker dealers effecting transactions in portfolio securities. Accordingly, ACK may pay broker-dealers commissions for effecting clients' portfolio transactions in excess of amounts other broker-dealers would have charged for effecting similar transactions if ACK determines in good faith that such amounts are reasonable in relation to the capital of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or ACK's overall duty to its discretionary accounts. In determining whether a service or product qualifies as research or brokerage, ACK must evaluate whether the service or product provides lawful and appropriate assistance to it in carrying out its investment decision-making responsibilities. Brokerage and research services that may be provided under Section 28(e) include: (1) furnishing advice as to the capital of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) furnishing analyses and reports and sponsoring seminars or conferences concerning industries, issuers, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (3) effecting securities transactions and performing functions incidental thereto (such as clearance, settlement, and custody). Examples of services which ACK has paid for with client commissions during the last fiscal year include certain market publications and commentaries, research and data reports, economic forecasts, Bloomberg and similar 28(e) permitted services.

The receipt of research in exchange for soft dollars benefits ACK by allowing ACK, at no cost to it, to supplement its own research and analysis activities. This creates a conflict of interest which ACK recognizes. ACK limits its use of soft dollars to only those services which are within the safe harbor.

## **Block Trading and Trade Allocation**

ACK may, in its discretion, aggregate orders being placed for execution at the same time for the accounts of two or more clients, which may include accounts and Private Funds for which ACK may receive a performance based fee and/or in which ACK's affiliates and employees may have an ownership interest, where it believes such aggregation is appropriate and in the best interest of its Clients. This practice may

enable ACK to seek more favorable executions and net prices for the combined order. However, ACK is not obligated to aggregate orders or to include any particular account in an aggregated order if portfolio management decisions for different accounts are made separately or if ACK determines that aggregating trades would be inconsistent with ACK's investment management duties or with any investment objectives, guidelines or restrictions applicable to a particular account. All orders placed for execution on an aggregated basis are subject to ACK's allocation policies and procedures. ACK portfolio managers will aggregate orders where appropriate for the participating clients and consistent with ACK's duty to seek best execution.

### **Additional Services**

The General Partner may select one or more firms to serve as prime broker ("Prime Broker") to hold the funds and securities of, and execute transactions for, each Private Fund, consistent with best execution. In addition to custody and execution, a Prime Broker may provide other core functions (such as reporting, clearing, financing, securities lending, and client service) as well as capital added items (such as capital introductions, advanced research and analytics and technology services) to the Private Fund. ACK may choose which broker effects a particular transaction and, on occasion, the amount of commission the Private Fund pays for such trade. ACK may on occasion "trade away" for specific trades, executing trades through brokers other than the Prime Broker in an effort to gain access to greater inventory or better price or execution. The General Partner reserves the right, in its sole discretion, to change a Prime Broker with appropriate notice.

### **Item 13 – Review of Accounts**

The Adviser provides advice to separately managed accounts. In addition, the Adviser is the investment adviser to Private Funds. ACK's portfolio managers review accounts on an ongoing basis to monitor the disciplined and consistent implementation of their investment decisions. The Chief Compliance Officer conducts account reviews on an ongoing basis to assure adherence to clients' stated investment objectives, investment restrictions and limitations, as well as to Adviser's trading and trade allocation policies and procedures.

ACK provides account letters to each client and each Private Fund investor on a quarterly basis and statements of changes in net asset value and a performance analysis on a monthly basis. ACK may also create customized reports at the clients' request. In certain instances, the Chief Compliance Officer may prepare periodic reports confirming compliance with stated account limitations and restrictions.

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

ACK may from time to time compensate, either directly or indirectly, either employees or third parties for client referrals. Any such referral arrangements will comply with the relevant portions of the "cash solicitation" rule (Rule 206(4)-3). In particular, third party referral arrangements will be pursuant to a written agreement between ACK and the solicitor and all required disclosures will be made. Prime Brokers or other brokerage firms may also solicit Investors for the Private Funds as described above. Such solicitations will comply with applicable law.

### **Item 15 – Custody**

ACK GP, as General Partner to certain of the Private Funds ACK manages, has custody of those Private Funds' funds and securities through ability to access and control these assets and withdraw them from custodial accounts. ACK is also deemed to have custody of the funds and securities of ACK Asset Partners (Cayman) Ltd. These Private Funds are audited annually, and investors in the Private Funds receive the financial statements resulting from the audits within 120 days of the end of each Private Fund's fiscal year end. With respect to other client accounts, ACK does not have custody of funds or securities although investors may directly debit advisory fees from their custodial accounts as described above (see Fees and Compensation). These investors receive at least monthly statements from the

broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. ACK urges clients to carefully review such statements and compare such official custodial records to the performance reports that we provide to you. ACK's reports to clients may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

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

Through an investment management agreement or other governing document, ACK typically receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. Investment discretion may be limited by a written statement of investment policy, which includes investment objectives, investment guidelines, and restrictions. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

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

ACK attempts at all times to manage client accounts solely in the best interest of the recipients or beneficiaries of the funds it is investing. Industry standards of care, skill prudence and diligence are brought to bear on every investment action. This philosophy of prudence is applied to proxy voting as well. When ACK purchases a security, it focuses on the ability of the company's board of directors and senior management to improve shareholder value. However, the confidence in management shown by ACK's purchase of the security does not transfer to automatic voting procedures whereby ACK "rubber stamps" its wishes on the proxy ballot. ACK views the proxy as an economic instrument, and makes proxy voting decisions based on financial criteria when available. At the same time, decisions will, whenever possible, protect the rights of its clients as shareholders. Thus, in making a proxy voting decision, two primary considerations are in effect: the economic impact of the proposal and the impact of the proposal on shareholder rights.

For ACK's clients who are supportive of timely-and sometimes controversial-social issues, ACK attempts to vote proxies in a manner that reflects their perspective. However, it should be noted that ACK will support a social ballot item only after a careful assessment of the extent to which the outcome that is advocated in the social proposal would impair or injure the company's chances to fulfill its mission and meet its growth targets.

Therefore, all votes will be reviewed on a case-by-case basis and no issues will be considered routine. Each issue will be considered in the context of the company under review and the account for which ACK is voting. ACK views proxy voting guidelines as guidelines only and not determinative of the final vote. When company- and client-specific factors are overlaid, every proxy voting decision becomes a case-by-case decision. ACK may also use a third-party service to facilitate proxy voting and to obtain recommendations regarding the manner in which proxies are voted.

Please contact Kenneth Cooper, Chief Financial Officer and Chief Compliance Officer, at (914) 220-8340 and/or via electronic mail at [kcooper@ackasset.com](mailto:kcooper@ackasset.com) if you would like a record of how proxies for your shares were voted or a copy of the Adviser's proxy voting policies and procedures.

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

A registered investment adviser is required to provide certain financial information or disclosures about its financial condition. ACK has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

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**BROCHURE SUPPLEMENT  
FORM ADV, PART 2B**

**THIS DOCUMENT IS BEING PROVIDED UNDER REQUIREMENTS OF  
THE INVESTMENT ADVISERS ACT OF 1940**

**ACK Asset Management LLC**

(Exact name of adviser as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**2 Overhill Road, Suite 400**

**Scarsdale, NY 10583**

**Phone: (914) 220-8340**

(Address, including zip code, telephone number, including area code of registrant's principal executive office)

**Website:** [www.ackasset.com](http://www.ackasset.com)

(Internet website address of registrant)

**20-3467522**

(I.R.S. Employee Identification Number)

**January 28, 2013**

This Brochure Supplement provides information about persons who formulate investment advice for clients of **ACK Asset Management LLC** ("ACK") and **ACK Asset GP LLC** ("ACK GP") and make discretionary investment decisions for clients' assets. ACK and ACK GP are together filing a single Form ADV, including this Brochure, in reliance on the position expressed by the SEC in no-action letter titled American Bar Association, Business Law Section. References to "ACK" or "Adviser" herein also apply to ACK GP unless the terms "ACK GP" or "General Partner" are used. It supplements the Brochure, Form ADV Part 2.

Please contact Kenneth Cooper, Chief Financial Officer and Chief Compliance Officer, at (914) 220-8340 and/or via electronic mail at [kcooper@ackasset.com](mailto:kcooper@ackasset.com) if you did not receive ACK's Brochure or if you have any questions about the contents of this supplement.

The information in this Brochure Supplement has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. ACK is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information with which you may determine to hire or retain advisory services. Additional information about ACK is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**RICHARD S. MEISENBERG**

**ACK Asset Management LLC**

2 Overhill Road, Suite 400

Scarsdale, NY 10583

Phone: (914) 220-5478

Website: [www.ackasset.com](http://www.ackasset.com)

January 28, 2013

**Richard S. Meisenberg is a Managing Partner of ACK and has joint responsibility for all investment decisions.**

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

**Item 2- Educational Background and Business Experience**

**RICHARD S. MEISENBREG**

**BORN: 1962**

**EDUCATION:**

B.A. in Marketing from New York University

**EMPLOYMENT HISTORY**

Managing Member and Senior Portfolio Manager, ACK Asset Management LLC, from 2005 to Present

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no applicable disciplinary information.

**Item 4- Other Business Activities**

ACK GP, a Delaware limited liability company, is the general partner of three of the private funds managed by ACK. Richard S. Meisenberg and John H. Reilly III are the managing members of ACK GP. As owners and managing members of both ACK and ACK GP, Messrs. Meisenberg and Reilly ultimately share in any management and performance fee income from the private funds managed by ACK. Performance-based fee arrangements may create an incentive for ACK and its related persons to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. ACK has procedures designed to ensure that all clients are treated fairly and equally and to prevent this conflict from influencing the allocation of investment opportunities among clients.

**Item 5- Additional Compensation**

Registered investment advisers are required to disclose whether someone who is not a client provides an economic benefit to a supervised person for providing advisory services. There is no applicable compensation to disclose in response to this item.



## Item 6 - Supervision

Richard S. Meisenberg is one of the owners, founders and Managing Members of ACK. John H. Reilly III, the other owner, founder and Managing Member of ACK, are together responsible for and oversee investment analysis, research, and trading for ACK. The two individuals review and monitor each other's activities as they relate to advice provided to advisory clients, including transactions effected for client accounts, through periodic review of reports and frequent communication related to client portfolio investments and activity. In addition, Kenneth Cooper, Chief Financial Officer and Chief Compliance Officer, is responsible for financial reporting for ACK and its compliance program. Mr. Cooper, from a regulatory compliance perspective, oversees ACK and its personnel, including Mr. Meisenberg.

In order to manage conflicts of interest resulting from ownership by owners or employees of ACK of the same securities as clients, ACK has established a Code of Ethics whereby ACK is to receive duplicate copies of trade confirmations and monthly custodial or brokerage statements for all members or employees associated with the company. Mr. Cooper reviews the personal securities trading activity of Mr. Meisenberg.

**JOHN H. REILLY III**

**ACK Asset Management LLC**

2 Overhill Road, Suite 400

Scarsdale, NY 10583

Phone: (914) 220-5479

Website: [www.ackasset.com](http://www.ackasset.com)

January 28, 2013

**John H. Reilly III is a Managing Partner of ACK and has joint responsibility for all investment decisions.**

**Additional information about John H. Reilly III is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2- Educational Background and Business Experience**

**JOHN H. REILLY III**

**BORN: 1978**

**EDUCATION:**

B.A. in Economics from Fordham University

**EMPLOYMENT HISTORY**

Managing Member, Co-Portfolio Manager, Senior Analyst, ACK Asset Management LLC, from 2005 to Present

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no applicable disciplinary information.

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