

**Item 1 Cover Page**

**PARAGON OUTCOMES MANAGEMENT LLC**  
**Part 2A of Form ADV**  
**(the “Brochure”)**

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**March 25, 2013**

**This Brochure provides information about the qualifications and business practices of Paragon Outcomes Management LLC (the “Adviser”). If you have any questions about the contents of this Brochure, please contact Karim Rehmat at (646) 619-8704. 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. While the Adviser is an investment adviser registered with the SEC, such registration does not imply any particular skill or training.**

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

## Item 2 Material Changes

Although the Adviser has attempted to identify in this Item 2 all material changes contained in this Brochure from its previously filed version, certain changes that have been deemed immaterial by the Adviser may nonetheless be considered important by readers hereof, and, therefore, the Adviser suggests that this document be reviewed in its entirety.

Item 5 has been updated to reflect that:

Clients may engage third parties or related parties (including the Adviser, its related persons or affiliates) to provide certain services, including, but not limited to, property management, real estate development and/or construction, paying agents, administrative, personal or other services as necessary at negotiated market rates, the costs of which will be borne by the Client.

Item 10 has been updated to reflect that:

Paragon Advisors LLC (the "Relying Adviser"), a wholly owned subsidiary of the Adviser, is a New York limited liability company that provides certain non-discretionary investment advisory services to certain Clients. The Relying Adviser, together with Paragon Outcomes Management, collectively conduct a single advisory business. On January 18, 2012, the SEC released a No-Action letter addressed to the American Bar Association, Business Law Section (the "2012 Letter"). The Adviser and its Relying Adviser, which is listed in Part 1, Sections 1(B) of Schedule D of This Form ADV, are together filing a single Form ADV in reliance on the position expressed in the 2012 Letter.

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## **Item 4 Advisory Business**

Paragon Outcomes Management LLC (“Paragon Outcomes Management” or the “Adviser”) is an investment adviser with its principal place of business in New York, New York. Paragon Outcomes Management is organized as a limited liability company under the laws of the State of Delaware. The Adviser commenced operations in January 2009. The principal owners of Paragon Outcomes Management are Frank Tripoli, Gaurang Vyas and Eric Wolf.

Paragon Outcomes Management and its affiliates provide investment advisory services on both a discretionary and nondiscretionary basis. As part of its investment advisory business, the Adviser (i) manages portfolios of pooled investment vehicles (the “Funds”); and (ii) provides portfolio management, advisory and monitoring services to certain trusts, managed accounts and high net worth individuals (“the Accounts”).

The Funds are investment vehicles intended for sophisticated investors that are generally managed as discretionary funds of funds. The Funds may include investments with mutual funds, hedge funds, private equity funds and other investments; provided, however, that the Adviser has the flexibility to invest in any security and in any sector of the market. The Adviser and its affiliates also advise Accounts, on a nondiscretionary basis. The services provided to the Accounts may range from recommendations on asset allocation, meeting with investment or management teams and monitoring their ongoing performance, to reviewing financial statements and operating aspects of a company or a manager.

(The Funds and/or the Accounts may be collectively or individually referred to as the “Clients” in this Part 2A of Form ADV.)

Paragon Outcomes Management tailors its advisory services to the individual needs of its Clients based upon its understanding of each Client’s financial situation, goals and objectives. Clients may impose restrictions on investment in certain securities or types of securities.

In addition to the aforementioned services, Paragon Outcomes Management, at the request of a Client, may perform separate detailed due diligence, analysis and structuring of direct investments that are being considered for purchase by the Client. The Adviser may also lead the transaction execution process in these instances.

The Adviser does not participate in wrap fee programs.

As of January 1, 2013, Paragon Outcomes Management managed approximately \$324,200,000 on a discretionary basis and approximately \$663,300,000 on a nondiscretionary basis.

## **Item 5 Fees and Compensation**

The Funds generally pay the Adviser a management fee of 1% per annum. The management fees are calculated and paid quarterly in advance based on the value of each underlying investor’s capital account as of the beginning of each fiscal quarter. The management fees are prorated for periods lasting less than

a full quarter. In addition, the Funds make an annual performance-based allocation to an affiliate of the Adviser (the “Incentive Allocation”). The Incentive Allocation is equal to 15% of each Investor’s new appreciation related to its capital account as of the close of such fiscal year. Fees will generally be deducted from the Funds’ custodial accounts.

The Accounts generally pay a management fee or advisory fee of between 0.30% and 1% per annum. While most of the Accounts pay the management fee quarterly in arrears, there are certain Accounts that pay the management fee quarterly in advance. The management fees/advisory fees are prorated for periods lasting less than a full quarter. In addition, the Accounts may pay an annual performance-based fee (the “Incentive Fee”) of between 10% (above a 5% hurdle) and 15%. The Incentive Fee is generally paid annually and is equal to the contracted percentage of each Investor’s new appreciation related to its capital account as of the close of such fiscal year. Upon consent from the client, the Adviser may deduct fees from Clients’ assets or bill Clients for fees incurred, depending on the arrangement with such Client.

In addition to the above-mentioned fees, certain Accounts may compensate (or reimburse) the Adviser for certain due diligence activities undertaken by the Adviser on behalf of such Accounts. Upon consent from the client, the Adviser may deduct fees from clients’ assets or bill clients for fees incurred, depending on the Account.

Clients may engage third parties or related parties (including the Adviser, its related persons or affiliates) to provide certain services, including, but not limited to, property management, real estate development and/or construction, paying agents, administrative, personal or other services as necessary at negotiated market rates, the costs of which will be borne by the Client.

The Adviser or its affiliates, in its sole discretion, may waive all or any portion of the management fees/advisory fees or the Incentive Fees/Incentive Allocations for certain investors.

As previously stated, the Adviser primarily invests in third party investment vehicles, such as hedge funds and private equity funds. The third party managers of such investment vehicles generally charge management and incentive fees that are in addition to the fees payable to the Adviser.

Investors are encouraged to review the particular governing documents for the Funds and/or Accounts in which they are invested which will specifically disclose specific fees related to their investment with the Adviser.

Clients may pay some or all the following expenses in connection with the Adviser’s services: (i) all operating expenses of the Client; (ii) all fees to protect or preserve any investment held by the Client, as the case may be, as determined in good faith by the Adviser or its affiliates, including all fees and expenses in connection with the enforcement of the Client’s rights and remedies with respect to any asset; (iii) all direct and indirect Client investment and trading costs and expenses; (iv) all fees, costs and expenses payable in connection with the dissolution and liquidation of the Client; and (v) all fees and other expenses incurred in connection with the investigation, prosecution or defense of any claims by or against the Client, as well as all fees and other expenses incurred in connection with any litigation involving the Client and the amount of any judgments or settlements paid in connection therewith. The

Adviser or one of its affiliates may from time to time pay for any of the Client's expenses or waive the right to reimbursement for any such expenses, as well as terminate any such voluntary payment or waiver of reimbursement.

Item 12 also describes the factors that the Adviser considers in selecting or recommending broker-dealers for transactions.

Neither the Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

While the specific terms may vary by Client, for its advisory services, in general, the Adviser receives a Management Fee and may receive an Incentive Allocation or Incentive Fee from the Clients. For a more detailed discussion of these Incentive Fees and Incentive Allocations, please see Item 5, "Fees and Compensation," above.

Performance based fee arrangements may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those that the Adviser may recommend under a different fee arrangement. In the allocation of investment opportunities, performance based fee arrangements may also create (i) an incentive for the Adviser to favor accounts with performance or incentive fee arrangements over accounts that are not charged, or from which the Adviser will not receive, a performance fee; and (ii) an incentive for the Adviser to favor accounts from which it will receive a greater performance fee over accounts from which it will receive a lesser performance fee. The Adviser has policies and procedures designed to ensure that all of its Clients are treated fairly and equally and to prevent this form of conflict from influencing the allocation of investment opportunities among its Clients. The Adviser will offer Clients the right to participate in all investment opportunities that it determines are appropriate for the Client in view of relative amounts of capital available for new investments, the investment programs, and the portfolios of its Clients. In accordance with these policies and procedures, the Adviser will endeavor to treat each of its Clients in a fair and equitable manner.

## **Item 7 Types of Clients**

Generally, Paragon Outcomes Management has two types of clients: 1) privately-offered investment funds; and 2) and other accounts such as separately managed accounts, trusts and other entities such as privately owned corporations that are all primarily managed for high net worth individuals. Private funds are pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the "1940 Act"), pursuant to Section 3(c)(7) of the 1940 Act. The minimum investment for the private funds is generally \$25,000,000, but the Adviser may require a different minimum amount in its sole discretion.

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

Paragon Outcomes Management performs both quantitative and qualitative analyses in evaluating investment strategies, investment managers and investment securities for inclusion into the Funds and

Accounts. The Adviser endeavors to identify promising underlying managers within the investment strategies that have been directed by the Adviser's investment committee ("Investment Committee"). Although the Adviser uses a number of methods to identify investment managers, it typically relies upon its extensive network of industry contacts. Any managers or securities that are selected for investment must be approved by a simple majority of the members of the Investment Committee.

Before an initial subscription in any underlying fund, Paragon Outcomes Management prepares a detailed investment memorandum (an "Investment Memorandum") to include details of the investment (portfolio) and operational due diligence conducted in the manager selection process. Although Investment Memorandums may vary, generally key sections include discussion on the following aspects of a manager: Manager Background, Investment Profile, Manager Portfolio Investment Process and Risk Management, Operational Review, Investment Terms and Details, Fund Historical Performance Record, References and Background Checks.

Paragon Outcomes Management primarily employs a multi-manager investment strategy through investments in underlying funds ("Portfolio Funds") managed by underlying portfolio managers ("Underlying Managers"). No assurance can be given, however, that Clients will achieve their objective, and investment results may vary substantially over time and from period to period. All investing involves a risk of loss and the investment strategy of multi-manager investments offered by Paragon Outcomes Management could lose money over short or even long periods.

The Portfolio Funds, as well as the Clients themselves, may also be subject to some or all of the following risks:

**Use of Third Party Managers.** Generally, access to information regarding the actual investments made by Portfolio Funds will not be conveyed to the Adviser, as most Underlying Managers will consider such information as proprietary. Because limited transparency is generally provided by Underlying Managers, it may be difficult for the Adviser to determine whether large accumulations of certain positions, which could reduce diversification in the Client portfolios as a whole, have taken place. In addition, Portfolio Funds that invest in a particular sector may be subjected to differing or increased risks relating to such sector.

**Market Risks.** The profitability of a significant portion of a Portfolio Fund's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that an Underlying Manager will be able to predict accurately these price movements. Although the Underlying Manager may attempt to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

**Short Sales and Derivatives.** Short selling, or the sale of securities not owned by the Portfolio Fund, necessarily involves certain additional risks. Such transactions expose the Portfolio Fund 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. There is the risk that the securities borrowed by the Portfolio Fund 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 Fund 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. In addition, to the extent that a Portfolio Fund invests in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions or, in certain circumstances, non-U.S. securities, a Portfolio Fund may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default.

**Options.** Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. Because option premiums paid or received by an investor are small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. 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. Over-the-counter options also involve counterparty solvency risk.

**Leverage; Borrowing for Operations.** The Adviser may use leverage as part of a Client's investment program or to fund its operations. The use of leverage should allow the Client to make additional investments, thereby increasing its exposure to assets, such that its total assets may be greater than its capital; however, leverage may also magnify the volatility of changes in the value of a Client's portfolio. The effect of the use of leverage by a Client in a market that moves adversely to its investments could result in substantial losses to a Client, which would be greater than if the Client were not leveraged. In addition, the Adviser may have the authority on behalf of a Client to borrow money for cash management purposes and/or to meet withdrawals that would otherwise result in the premature liquidation of its investments. The level of interest rates generally, and the rates at which a Client can borrow particularly, will affect the operating results of the Client. The instruments and borrowings utilized by a Client to leverage investments may be collateralized by the Client's portfolio. Accordingly, a Client may pledge its financial instruments in order to borrow or otherwise obtain leverage for investment or other purposes, including, for purposes that may benefit other Clients of the Adviser or for operational purposes.

**Non-U.S. Securities.** Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies, and utilization of currency forward contracts and options on 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 is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

**Currency Risks.** The Portfolio Fund's investments that are denominated in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term



opportunities for investment and capital appreciation and political developments. The Portfolio Fund may attempt to hedge such risks.

**Interest Rate Risk.** Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. The Underlying Manager may attempt to minimize the exposure of the portfolios to interest rate changes through the use of interest rate swaps, interest rate futures and/or interest rate options. However, there can be no guarantee that the Underlying Manager will always implement such strategies or that such strategies will be successful in fully mitigating the impact of interest rate changes.

**Counterparty and Settlement Risk.** To the extent that the Portfolio Fund invests in swaps, "synthetic" or derivative instruments, repurchase agreements, forward contracts, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, the Portfolio Fund takes the risk of nonperformance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from that entailed in exchange-traded transactions that generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

**Custody and Prime Brokerage Risk.** There are risks involved in dealing with the custodians or prime brokers who settle Portfolio Fund trades. Under certain circumstances, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of the Portfolio Fund and hence the Portfolio Fund could be exposed to a credit risk with regard to such parties. In addition, there may be practical or time problems associated with enforcing the Portfolio Fund's rights to its assets in the case of an insolvency of any such party. The investment strategy of the Portfolio Fund may require the Underlying Manager to actively trade the Portfolio Fund's portfolio, and if as a result of the insolvency of a Portfolio Fund custodian or prime broker, the Underlying Manager is not able to actively trade the Portfolio Fund's portfolio for some period of time, the Portfolio Fund could be significantly adversely affected. Further, there are certain risks involved with certain of the Portfolio Fund's assets, such as bank loans, which are not held by a custodian.

The Adviser does not engage in the frequent trading of securities.

The foregoing risks do not purport to be a complete explanation of all the risks applicable to investing in Clients. Investors should review the terms of the applicable governing documents for additional information which may be unique to an individual investor and before investing in a Fund or engaging the Adviser.

There can be no assurances that Clients managed by the Adviser will achieve their investment objectives.

## **Item 9 Disciplinary Information**

Paragon Outcomes Management LLC and its management persons have not been involved in any material legal or disciplinary events in the past 10 years that would be material to a Client's evaluation of the Adviser or its management persons.

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

Neither the Adviser nor any of its management persons are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

The Adviser does not recommend or select other investment advisers for its Clients or receive compensation directly or indirectly from such advisers.

Shelanu Capital LLC, an affiliate of the Adviser, is a Delaware limited liability company that serves as the general partner of certain Funds. Shelanu Capital is owned by the same members as Paragon Outcomes Management LLC.

Paragon Advisors LLC (the "Relying Adviser"), a wholly owned subsidiary of the Adviser, is a New York limited liability company that provides certain non-discretionary investment advisory services to certain Clients. The Relying Adviser, together with Paragon Outcomes Management, collectively conduct a single advisory business. On January 18, 2012, the SEC released a No-Action letter addressed to the American Bar Association, Business Law Section (the "2012 Letter"). The Adviser and its Relying Adviser, which is listed in Part 1, Sections 1(B) of Schedule D of This Form ADV, are together filing a single Form ADV in reliance on the position expressed in the 2012 Letter.

## **Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Paragon Outcomes Management has adopted a Code of Ethics pursuant to which the Adviser as well as all of its supervised persons conduct themselves. For a copy of the Adviser's Code of Ethics, please contact Karim Rehmat at (646) 619-8704. The Adviser recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its clients; (ii) its long-term business interests are best served by adherence to the principle that the interests of clients come first; and (iii) it has a fiduciary duty to its clients to act solely for their benefit. All personnel of the Adviser must put the interests of the Adviser's clients before their own personal interests and must act honestly and fairly in all respects in dealings with clients. All personnel of the Adviser must also comply with all federal securities laws.

In connection with the Code of Ethics, Paragon Outcomes Management has adopted certain restrictions on personal trading by its supervised persons. In addition, Paragon Outcomes Management requires supervised persons to report personal trading and holdings periodically and, further, to review the Adviser's insider trading policies.

Affiliates of the Adviser serve as a general partner and as a managing member in entities in which a Client has invested. Neither the Adviser nor a related person recommends to Clients, or buys or sells for Clients, any other securities in which the Adviser or a related person has a material financial interest.

The Adviser and its related persons may invest their personal funds in the Funds, and, therefore, such persons may hold an indirect interest in the same securities as other investors in the Clients. Further, a related entity of the Adviser is the general partner of certain of the Funds. In addition, certain supervised persons of the Adviser may own securities in their personal accounts that are also recommended by the Adviser to its clients. The Adviser has established procedures intended to limit conflicts of interest in cases where the Adviser, a related person or any supervised person, buys, sells or otherwise has an interest in, securities recommended by the Adviser to its clients. Specifically, the personal accounts of the supervised persons covered by the Adviser's personal trading policy will be reviewed on a regular basis and compared with transactions for the Funds and the Accounts and against any restricted securities. Any transactions that may create a conflict of interest will be reported promptly to the management of the Adviser.

## **Item 12 Brokerage Practices**

Except in the limited circumstances, the Adviser will typically contract directly with these Portfolio Funds without the involvement of any financial intermediary such as a broker-dealer and commissions are generally not payable in connection with such activities. To the extent the Clients engage in investments involving broker-dealers, there are no limitations on the authority of the Adviser with respect to the selection of broker-dealers with which it will do business. In turn, on behalf of the Clients, to the extent that Paragon Outcomes Management engages on a non-discretionary basis in transactions, the Adviser will generally not retain authority to determine the financial intermediaries to be used in connection with such transactions or to negotiate the amount of commissions or other transactional compensation to be paid to such intermediaries in connection with such transactions, unless requested to do so by a Client. .

The Adviser is authorized to determine the broker-dealer to be used for securities transactions. In determining which intermediaries to use, the Adviser will focus on the quality of the execution-related services provided by the intermediaries (including factors such as the ability of the intermediaries to execute transactions efficiently, their responses to instructions, their facilities, their reliability and their financial stability), and do not necessarily select those that charge the lowest commissions or other transactional costs.

While the Adviser generally does not enter into traditional "soft dollar" arrangements, it is not the Adviser's practice to negotiate "execution only" commission rates; thus, a Client may be deemed to be paying for research services provided by the broker which are included in the commission rate. Research and related services furnished by brokers will be limited to services that constitute research within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Accordingly, research and related services may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts, as well as discussions with research personnel; financial and industry publications; statistical and pricing services, along with hardware, software, databases and other technical and telecommunication services, lines, and equipment (including updates, replacement parts, repairs and service thereon) utilized

in the investment management process. Research services obtained by the use of commissions arising from a Client's portfolio transactions may be used by the Adviser in its other investment activities.

The Adviser has not directed Client transactions to a particular broker-dealer in return for client referrals in its last fiscal year. The Adviser does not routinely recommend, request, permit or require its clients to direct the execution of securities transactions through a specified broker-dealer.

As applicable, the Adviser may aggregate orders of the Client accounts for trade execution and thereafter allocate the securities on an average price basis to such Clients. No client will be favored over any other client as a result of such aggregation. Brokerage commission rates may not be reduced because of such aggregation. In some instances, average pricing may result in higher or lower execution prices than otherwise obtainable by a single client. The Adviser believes that its aggregation policy is lawful and consistent with its duty to seek best execution for all its clients.

The Adviser may deem it to be in the best interests of its clients to reallocate or “cross” securities transactions between Client accounts. The Adviser maintains policies and procedures intended to limit the potential conflicts of interest inherent in these transactions. Cross transactions will only be effected if they are deemed to be in the best interests of the particular clients involved and will be conducted in compliance with such policies and procedures and applicable law.

### **Item 13 Review of Accounts**

The Adviser's Investment Committee monitors Client Accounts on a weekly basis to determine that the investments held by each Client account are consistent with their stated investment objectives. In addition, more frequent reviews may be performed based on investment performance, market conditions, liquidity considerations and other factors.

Clients generally receive a preliminary monthly report from the Adviser summarizing the activity in their accounts and the returns on their investments. A final report will be sent to the Client prepared independently by the Client's administrator (as applicable) which includes similar information. The return information between the preliminary report (sent by Paragon Outcomes Management) and the final report (sent by the Client's administrator) may differ due to the timing of information. Clients should carefully review these statements and should inquire with the Adviser and/or the Client's administrator (as applicable) as to the reason for any differences.

The nature and frequency of reports may differ amongst Clients, primarily by the particular needs of the client. Clients are also kept informed through written communications, telephone calls or in-person meetings.

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

Paragon Outcomes Management does not have any client referral arrangements. In the future, Paragon Outcomes Management may compensate a third party solicitor and/or internal marketers for a successful client referral and will ensure there are written agreements between the Adviser and the solicitor, in compliance with applicable law, rules and regulations.

## **Item 15 Custody**

Rule 206(4)-2 promulgated under the Investment Advisers Act (the “Custody Rule”) (and certain related rules and regulations under the Advisers Act) imposes certain obligations on registered investment advisers that have custody or possession of any funds or securities in which any client has any beneficial interest. An investment adviser is deemed to have custody or possession of client funds or securities if the adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them (regardless of whether the exercise of that authority or ability would be lawful).

The Adviser is required to maintain the funds and securities (except for securities that meet the privately offered securities exemption in the Custody Rule) over which it has custody with a “qualified custodian.” Qualified custodians include banks, broker-dealers, futures commission merchants and certain foreign financial institutions.

Rule 206(4)-2 generally requires that, upon opening an account with a qualified custodian on a client’s behalf, an adviser promptly notify the client in writing of the name and address of the qualified custodian and the manner in which the funds or securities are maintained. Generally, an adviser also must verify that the custodian sends quarterly account statements to the client. By rule, account statements must be sent directly to investors in a pooled investment vehicle if the adviser to the pool also acts as its general partner, managing member or in a similar capacity (or, in some cases, if an affiliate of the adviser acts as general partner, managing member or in a similar capacity). These account statements may be sent to the investors’ independent representative. Under certain circumstances, at least once each calendar year, an independent public accountant must verify the funds and securities of a client by surprise examination.

As noted above, Rule 206(4)-2 generally imposes on advisers with custody of clients’ funds or securities certain requirements concerning reports to such clients (including underlying investors in certain circumstances) and surprise examinations relating to such clients’ funds or securities. However, the Adviser need not comply with such requirements with respect to pooled investment vehicles if the pooled investment vehicle: (i) is audited at least annually by an independent public accountant, and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to the client, or, in certain circumstances, all limited partners, members or other beneficial owners, within 180 days (since the Adviser is a fund of funds adviser) of its fiscal year end. The Adviser intends to rely upon this exception and therefore will be exempt from the Rule 206(4)-2 reporting and examination requirements. Investors should carefully review all account statements.

## **Item 16 Investment Discretion**

Except for the general investment guidelines set forth in each Client’s governing documents, there are no limitations on the authority of the Adviser with respect to its discretionary investment authority for the Clients.

## **Item 17 Voting Client Securities**

Paragon Outcomes Management has adopted procedures for voting securities held on behalf of Clients, and Paragon Outcomes Management, in some cases, may have the discretionary authority to vote to ensure that such securities are voted for the benefit of and in the best interest of the Clients, as applicable.

The objective of voting a security in each case under the policy is to seek to enhance the value of the investment which the security represents or to reduce the potential for a decline in the value of the investment which the security represents. Clients may obtain a copy of these proxy voting policies as well as information on how Paragon Outcomes Management has voted the client's proxies by contacting Karim Rehmat at (646) 619-8704. Paragon Outcomes Management does not vote on assets maintained by other third party managers when they have discretionary authority over the investment process.

## **Item 18 Financial Information**

The Adviser is not required to include a balance sheet because it does not require or solicit the payment of fees six months or more in advance. The Adviser also has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients nor has it been the subject of a bankruptcy proceeding.