

FORM ADV PART 2A

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March 12, 2013

This brochure provides information about the qualifications and business practices of Joshua Nash II LLC. If you have any questions about the contents of this brochure, please contact us at 212-455-6200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Joshua Nash II LLC is available on the SEC’s website at www.adviserinfo.sec.gov.

Joshua Nash II LLC is registered with the SEC as an investment adviser. Being a “registered investment adviser” or describing ourselves as being “registered” does not imply a certain level of skill or training.

ITEM 2. MATERIAL CHANGES

Item 4. - We have updated our assets under management as of December 31, 2012.

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ITEM 4. ADVISORY BUSINESS

Joshua Nash II LLC (“our,” “we” or “us”) was formed in 2003. We are owned by Joshua Nash. We serve as the managing member to one private investment fund (our “Client”) as more fully described below. The Client holds shares of common stock of one publicly traded company (the “Common Stock”).

We provide discretionary investment advice to our Client in respect of its continuing ownership, and its determination as to the ultimate disposition, of the Common Stock. We do not provide non-discretionary advice or participate in wrap fee programs.

As of December 31, 2012, we managed \$30 million of client assets.

ITEM 5. FEES AND COMPENSATION

We do not charge our Client fees for our advisory services.

Our Client is responsible for paying its own operating costs, including costs associated with an annual audit.

Neither we nor any of our “supervised persons” accepts compensation for the sale of securities or other investment products to our Client.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge our Client fees for our advisory services.

ITEM 7. TYPES OF CLIENTS

We serve as the managing member of our Client, which was organized as a limited liability company. We do not open or maintain accounts for any other parties.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

We provide discretionary investment advice to our Client in respect of its continuing ownership, and its determination as to the ultimate disposition, of the Common Stock.

Risk of Loss

Investing in securities involves the risk of loss of capital. Since our Client holds only the Common Stock, it is entirely dependent on the value and performance of the Common Stock at the time of its disposition.

We are dependent on the services of Joshua Nash and the loss of his services would adversely affect our ability to continue in business and to advise our Client.

ITEM 9. DISCIPLINARY INFORMATION

None.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We are not registered, nor do we have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. We are also not registered, nor do we have any application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser or an associated person of any of the foregoing.

Ulysses Management LLC (“Ulysses”), which is principally owned by Joshua Nash, is separately registered as an investment adviser. Ulysses serves as the manager for several private funds. Joshua Nash is also the managing member of the managing general partner of certain private funds. The managing general partner of those private funds is a “relying adviser” of Ulysses, which has filed a single Form ADV in reliance on the position expressed in the letter issued to the American Bar Association, Business Law Section by the Office of Investment Adviser Regulation, Division of Investment Management of the SEC on January 8, 2012.

See discussion of conflicts of interest at Item 11 below.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Conduct. Employees are subject to our Code of Ethics which is based on the fundamental principal that all employees have a fiduciary duty to our Client and must, in this fiduciary capacity, place the interests of our Client before their own interests. The Code of Ethics requires that employees conduct themselves with integrity and dignity and act in a professional and ethical manner in all dealings on our behalf, comply with applicable federal securities laws, act with competence and strive to maintain and improve their competence, use proper care and exercise independent professional judgment in the execution of their duties, and avoid actions or relationships that might conflict or appear to conflict with their job responsibilities or the interests of our Client.

Personal Trading in Securities. Our Code of Ethics requires that no employee takes any action in respect of a personal investment in securities that is adverse or appears to be adverse to the interests of our Client. The Code of Ethics includes provisions such as:

- A requirement that employees not trade in securities of issuers identified on a restricted list.
- Periodic reporting of all activity in personal securities accounts.
- Restrictions on the use of material nonpublic information.
- Annual certifications of compliance.

Our Code of Ethics also requires that employees obtain our approval before investing in any initial public offering of securities or in any private placement of securities.

A copy of the Code of Ethics will be made available to any Client upon request.

Principal and Agency Cross Transactions. Generally, we do not purchase or sell any securities for our accounts to or from those of our Client. In the rare event of a principal transaction, it would be executed in compliance with the requirements of applicable law, including Section 206(3) of the Investment Advisers Act of 1940. As we are not registered as a broker-dealer, we do not engage in agency cross transactions.

ITEM 12. BROKERAGE PRACTICES

We do not make regular use of brokers for the purposes of purchasing or selling securities on behalf of our Client. To the extent we determine to sell the Common Stock through a broker, we will select the broker considering the range and quality of its brokerage services, execution capability, commission rate and responsiveness to us.

ITEM 13. REVIEW OF ACCOUNTS

The Common Stock owned by our Client is of a class that is publicly traded on the Nasdaq Global Market. Intra-day price quotes and daily closing prices are readily available.

Investors in our Client will receive an annual audited financial statement of our Client commencing as of the period ending December 31, 2012.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

We do not engage solicitors or compensate third parties for referrals of clients.

ITEM 15. CUSTODY

We do not maintain physical custody or possession of client funds or securities. All funds and securities of our Client are maintained with independent custodians. We are responsible for making the custody arrangements on their behalf.

ITEM 16. INVESTMENT DISCRETION

We provide discretionary investment advice to our Client in respect of its continuing ownership, and its determination as to the ultimate disposition, of the Common Stock.

ITEM 17. VOTING CLIENT SECURITIES

We have developed a securities voting policy. A log is maintained of each upcoming event, if any, that would require a securities voting decision on behalf of our Client. In

each such instance, we make sure we have relevant disclosure materials, proxies and/or consents and other documentation and information necessary to cast votes in a timely manner. In general, our policy is to vote proxy proposals, amendments, consents or resolutions relating to the Common Stock in a manner that serves the best interests of our Client. We may refrain from voting proxies if we believe that voting would be inappropriate taking into consideration the cost of voting the proxy and the anticipated benefit to our Client.

ITEM 18. FINANCIAL INFORMATION

Not applicable

ITEM 19. REQUIREMENT FOR STATE-REGISTERED ADVISERS

Not applicable