

## ITEM 1: COVER PAGE

### OMEGA FUND MANAGEMENT (US) INC.

www.omegafunds.net

545 Boylston Street, Suite 802  
Boston, MA 02116

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This brochure provides information about the qualifications and business practices of Omega Fund Management (US), Inc. (“***Omega US***” or the “***Adviser***”). If you have any questions about the contents of this brochure, please contact us at (617) 502-6530.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“***SEC***”) or any state securities authorities. Omega US may refer to itself as a “registered investment adviser” or “RIA”. You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training. Additional information about Omega US is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2: MATERIAL CHANGES**

Not Applicable.

This is an initial filing in conjunction with the Adviser's application for registration with the SEC.

## **IMPORTANT NOTE ABOUT THIS BROCHURE**

**This Brochure is not:**

- **an offer or agreement to provide advisory services to any person**
- **an offer to sell interests (or a solicitation of an offer to purchase interests) in any Fund managed or advised by Omega US or any of its affiliates.**
- **a complete discussion of the features, risks or conflicts associated with any advisory service or Fund managed or advised by Omega US or any of its affiliates.**
- **to be relied on in determining whether to establish an advisory relationship with, or invest in any Fund managed or advised by, Omega US or any of its affiliates.**

As required by the United States Investment Advisers Act of 1940, as amended (“*Advisers Act*”), Omega US provides this Brochure to current and prospective clients of, and may also, in its discretion, provide this Brochure to current or prospective investors in any Fund managed or advised by, Omega US or any of its affiliates, together with other relevant offering materials (such as advisory agreements relating to advisory client relationships or offering memoranda, governing agreements or subscription agreements of any applicable Fund), prior to, or in connection with, such current or prospective clients’ establishment or consideration of an investment advisory relationship with, or such current or prospective investor’s investment in any Fund managed or advised by, Omega US or any of its affiliates. Additionally, this Brochure is available through the Securities and Exchange Commission’s Investment Adviser Public Disclosure website, which can be accessed at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Although this publicly available Brochure describes investment advisory services and products of Omega US and its affiliates, persons who receive this Brochure (whether or not from Omega US) should be aware that it is designed solely to provide information about Omega US and its affiliates as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant offering materials. In addition, more complete information about advisory services provided by, or investment Funds managed or advised by, Omega US and its affiliates is included in relevant offering materials, certain of which may be provided to current and eligible prospective clients or investors only by Omega US or its affiliates or advisors. To the extent that there is any conflict between discussions herein and similar or related discussions in any offering materials, the relevant offering materials shall govern and control.

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## ITEM 4: ADVISORY BUSINESS

### *a) Background*

Omega Fund Management (US) Inc. (“**Omega US**” or the “**Adviser**”) is an investment adviser offering investment advisory services with respect to securities of companies active in the life sciences field. Omega US is part of the Omega Group (“**Omega**”) comprising Omega Fund Management Limited (“**OFML**”), Omega Fund Management UK, LLP (“**Omega UK**”) and Sigma Holding Limited (“**Sigma**”). OFML is licensed under the Guernsey Financial Services Commission and conducts Omega’s fund investment business. Omega UK is a limited liability partnership registered in England and Wales, authorized and regulated in the UK by the Financial Services Authority. Omega US is wholly owned by OFML. OFML and Omega UK are wholly owned by Sigma. Sigma is wholly owned by Otello Stampacchia. Omega US was formed in February 2006. The principal officer of Omega US is Richard Lim.

### *b) Advisory Services*

Omega US offers investment advice indirectly to private investment funds (the “**Funds**”) and certain other investment advisors, and directly to OFML, the principal investment advisor to the Funds and such other investment advisors. The principal activity of the Funds is to acquire, hold and dispose of investments, principally through privately negotiated secondary transactions, in equity securities of companies active in the life sciences field. Although OFML advises the Funds on a discretionary basis, Omega US does not have investment discretion over the Funds. Omega US provides advice with respect to companies and portfolios of companies and the general partner of each of the Funds, each an Omega affiliate, makes investment decisions for such Fund. The Limited Partners of, or other investors in, the Funds have no opportunity to select or evaluate any Fund investments or strategies. Omega selects all investments and strategies.

### *c) Tailored Advice and Client-Imposed Restrictions*

Each Omega advisory relationship and each Fund has its own investment objectives, strategies and restrictions. Certain relationships and Funds focus on a narrow investment strategy while others may pursue a broader investment strategy. Omega’s agreement with an advisory client can set forth objectives, strategies, restrictions and limitations governing such advisory relationship. Omega prepares offering materials with respect to each Fund, which offering materials contain more detailed information, including a description of the investment objective and strategy or strategies employed and related restrictions and limitations.

While Omega’s advisory agreement with respect to an advisory relationship may be reasonably tailored based on the individual needs of an advisory client, none of the Funds is tailored to meet the individualized investment needs of any particular investor (“**Investor**”). An investment in a Fund does not create a client-adviser relationship between Omega and an Investor. Further discussion of the strategies, investments and risks associated with a Fund are included in the offering memorandum and agreements governing such Fund.

Clients and Investors must consider whether a particular advisory relationship or Fund, respectively, is appropriate to their own circumstances based on all relevant factors including, but not limited to, the Client's or Investor's own investment objectives, liquidity requirements, tax situation and risk tolerance, among other considerations. Prospective Clients and Investors are strongly encouraged to undertake appropriate due diligence, including but not limited to a review of relevant advisory agreements or offering materials for the Funds, as applicable, and the additional details about Omega's investment strategies, methods of analysis and related risks in Item 8 of this Brochure, before making an investment decision.

*d) Wrap Fee Disclosure*

Not applicable.

*e) Assets Under Management*

As of December 31, 2012, Omega had approximately \$213.0 million of regulatory assets under management. Approximately \$206.4 million is managed on a discretionary basis and approximately \$6.6M on a non-discretionary basis.

## **ITEM 5: FEES AND COMPENSATION**

### *a) Compensation*

Omega's compensation is negotiable and varies, but typically Omega charges each Fund an annual management fee. In addition, Omega affiliates that serve as general partners of each of the Funds receive a percentage of net profits distributed to the partners in such Fund as its "carried interest." Omega believes that its compensation is competitive with compensation charged by other investment advisers for comparable services.

### **Private Funds Fees**

Each Fund pays a management fee to its general partner (or its designee) in accordance with the limited partnership agreement of such Fund. Such management fees range from 1.5% to 2.0% of such Fund's aggregate capital commitments during such Fund's investment period (generally 3 to 5 years) and are then reduced over time based upon formulas set forth in such Fund's limited partnership agreement. Such management fees are negotiated with Investors in each Fund. Such management fees are payable quarterly in advance at the beginning of each calendar quarter. OFML deducts such management fees directly from the Funds or their respective general partners, as applicable. In all cases, management fees, expenses and other compensation are charged to a Fund through the date of termination of such Fund. A limited partner who is permitted to withdraw from a Fund on a date other than the last day of a quarter does not receive a refund of any management fee previously paid. A limited partner is not generally permitted to withdraw from a Fund, except in extraordinary circumstances.

Omega US receives from OFML reimbursement of its expenses incurred in providing services under its advisory services agreement with OFML. In addition to the expense reimbursement, Omega US charges a management fee equal to 5% of those expenses.

### **Managed Accounts**

Omega may offer separate account management to clients with a fee that is agreed upon between Omega and any such client.

### *b) Billing*

Management fees are payable by Funds quarterly in advance at the beginning of each calendar quarter. OFML deducts such management fees directly from the Funds or their respective general partners, as applicable. In all cases, management fees, expenses and other compensation are charged to a Fund through the date of termination of such Fund. Fees from separate advisory accounts managed or advised by Omega are billed in accordance with the terms of any applicable advisory agreement.

### *c) Other Expenses*



Each of the Funds is responsible for and does incur other expenses separate and apart from the management fee payable by each of them. These expenses typically include custody fees, trading and brokerage commissions, other transaction fees, and/or other expenses associated with the Fund (including, without limitation, ongoing legal, accounting and bookkeeping fees and expenses, the fees and expenses charged by any administrator for its accounting, bookkeeping and other services and all other expenses of the Funds set forth in each Fund's limited partnership agreement). See Item 12 in this Brochure for more information regarding Brokerage Practices.

*d) Advance Billing*

See disclosure under (a) and (b) above.

*e) Sales-based Compensation*

Not applicable.

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

## **ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

An affiliate of Omega that serves as the general partner of a Fund typically receives allocations and distributions of between 12.5% and 20% of the Fund's net profits as its "carried interest" after returning the capital contributed by the partners of such Fund and achieving one or more negotiated performance hurdles. In connection with a Fund's liquidation and dissolution, if the carried interest distributions to the general partner (excluding certain tax distributions) exceed the cumulative carried interest distributions that should have been made to the general partner, the general partner will return the excess to the Fund. The carried interest is a "performance based fee" charged in compliance with Rule 205-3 under the Investment Advisers Act of 1940.

Partners of each general partner, including employees of the Adviser, share in such carried interest, and in the obligations to return any excess carried interest distributions. Carried interest allocations and distributions to the general partner may create an incentive for Omega and the general partners to select investments that are riskier or more speculative than would be the case in the absence of such carried interest allocations and distributions.

The general partners receive carried interest distributions directly from the Funds.

Omega believes that its compensation is competitive with compensation charged by other investment advisers for comparable services.

Performance-based compensation may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation. Performance-based compensation is only charged to "qualified clients" in accordance with Rule 205-3 under the Advisers Act.

Omega or its personnel or affiliates may have other pecuniary interests in the Omega Funds.

### *Specific Conflicts of Interest and Omega's Practices Designed to Mitigate such Conflicts of Interest*

Instances may arise where the interest of the general partner of a Fund (or its partners), Omega and/or their affiliates may potentially or actually conflict with the interests of such Fund and its limited partners. For example, the existence of a Fund's general partner's carried interest may create an incentive for such general partner to make more speculative investments on behalf of such Fund than it would otherwise make in the absence of such performance-based arrangements. Conflicts may arise in the allocation of investment opportunities and the Principals' time among one or more existing clients or Funds and any of their parallel or co-investment entities, on the one hand, and any future clients or Funds, on the other hand. Further, conflicts of interest may arise as a result of the Principals having investments in portfolio companies and the Funds as well as other investments, both public and private. While certain assurances are provided in the Fund's partnership agreements to address these potential conflicts, certain risks may remain. By acquiring an interest in a Fund, each investor will be deemed to

have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflicts of interest.

The general partners of the Funds seek to mitigate conflicts of interest by placing client interests ahead of personal interests and by generally making new investments on behalf of one Fund at a time. In general, when conflicts of interest exist between and among Funds, the general partners of the Funds seek to consider the interests of the partners, taken as a whole, of each Fund involved in a conflict of interest and use their best judgment to balance such interests in resolving such conflicts of interest.

## **ITEM 7: TYPES OF CLIENTS**

OFML provides discretionary investment advisory services to private investment funds organized and sponsored by Omega (i.e., the Funds), investment advisors to other private investment funds, and other institutional clients. Omega US provides services and advice to OFML on the investments, operational and management activities of these clients through an advisory services agreement. Although OFML advises the Funds on a discretionary basis, Omega US does not have investment discretion over the Funds.

The Funds are typically organized as limited partnerships, limited liability companies, or similar legal entities. The Funds are not considered “investment companies” as defined under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to definition exemptions under Sections 3(c)(1) or 3(c)(7) of the Investment Company Act. Interests in the Funds are only available to qualified investors.

The Adviser may also provide investment advice to separately managed accounts for institutional investors.

Fund investors and institutional clients doing business with Omega through separately managed accounts include pension funds, insurance companies, private banks, foundations, endowments, trusts, family offices and other institutions.

In general, the minimum investment in the Funds ranges from \$1 million to \$5 million, with the general partner of a Fund reserving the right to accept capital commitments of lesser amounts at its discretion. General partners may, in their discretion, reject any subscription that is tendered.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### *a) Methods of Analysis and Investment Strategies*

Omega US offers services and investment advice to the Funds and certain investment advisors indirectly and directly to OFML, the principal investment advisor to the Funds and such other investment advisors. The principal activity of the Funds is to acquire, hold and dispose of investments, principally through privately negotiated secondary transactions, in equity securities of companies active in the life sciences field. Although OFML advises the Funds on a discretionary basis, Omega US does not have investment discretion over the Funds. Omega US provides advice with respect to companies and portfolios of companies and the general partner of each of the Funds, each an Omega affiliate, makes investment decisions for such Fund. The limited partners of, or other investors in, the Funds have no opportunity to select or evaluate any Fund investments or strategies. Omega selects all investments and strategies.

### *b) Investing Risks*

Investing in securities in general involves risks of loss that clients should be prepared to bear. There can be no assurance that the Funds' investment objectives will be achieved, or that an investor in a Fund will receive a return of its capital, and therefore, an investor should only invest in a Fund if such investor is able to withstand a total loss of its investment. In addition, there will be occasions when the general partner of a Fund and its affiliates may encounter potential conflicts of interest in connection with the activities of such Fund. The following considerations, among others, should be carefully evaluated before making an investment in any Fund.

*Risks inherent in venture capital investments.* The types of investments that the Funds make involve a high degree of risk. In general, financial and operating risks confronting Fund portfolio companies can be significant. While targeted returns should reflect the perceived level of risk in any investment situation, there can be no assurance that the Funds will be adequately compensated for risks taken. A loss of an investor's entire investment is possible. The timing of profit realization is highly uncertain. Losses are likely to occur early in the Funds' terms, while successes often require a long maturation.

Early-stage and development-stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing and general management, which, in some cases, cannot be adequately solved. In addition, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small.

Investments in more mature companies in the expansion or profitable stages involve substantial risks. Such companies typically have obtained capital in the form of debt and/or equity to expand rapidly, reorganize operations, acquire other businesses, or develop new products and markets.

These activities by definition involve a significant amount of change in a company and could give rise to significant problems in sales, manufacturing, and general management of these activities.

*Investment in companies dependent upon new scientific developments and technologies.* The Funds focus their investing on healthcare companies, including, healthcare IT, medical device and biotechnology companies. The value of the Funds' interests may be susceptible to factors affecting such companies and to a greater risk than an investment in a partnership that invests in a broader range of securities. The specific risks faced by such companies include:

- rapidly changing science and technologies;
- new competing products and improvements in existing products which may quickly render existing products or technologies obsolete;
- exposure, in certain circumstances, to a high degree of government regulation, making these companies susceptible to changes in government policy and failures to secure, or unanticipated delays in securing, regulatory approvals;
- scarcity of management, technical, scientific, research and marketing personnel with appropriate training;
- the possibility of lawsuits related to intellectual property rights; and
- rapidly changing investor sentiments and preferences with regard to technology sector investments (which are generally perceived as risky).

*No assurance of returns.* There can be no assurance that the investors in any Fund will receive distributions from such Fund in an amount equal to their respective investments in such Fund. The timing of profit realization, if any, is highly uncertain.

*Lack of operating history.* The Funds and their general partners begin as newly formed entities, and, accordingly has no operating history or investments upon which investors can evaluate the potential performance of any given Fund. The prior performance of the principals of any of the general partners (the “**Principals**”) or their investments, whether with respect to any of the Funds or otherwise, is not necessarily indicative of any Fund's future results. There can be no assurance that investments by any Fund or under the direction of any or all of the Principals will achieve returns comparable to their historical performance, and in any event, the returns achieved by any given Fund will be subject to management fees and such Fund's general partner's carried interest. Any given investment made by a Fund may prove to be worthless, and there is a risk that investors could lose money.

*Reliance on a Fund's general partner.* The general partner of a Fund will have sole discretion over the investment of the funds committed to such Fund as well as the ultimate realization of any profits. The investors in any Fund will not receive the detailed financial information issued by portfolio companies that will be available to such Fund. Accordingly, such investors will not have the opportunity to evaluate the relevant economic, financial and other information that will be utilized by such general partner in its selection of investments for such Fund. As such, the pool of funds in such Fund represents a blind pool of funds. Investors in any Fund will be relying on such Fund's general partner to identify, structure, and implement investments consistent with such Fund's investment objectives and policies and to conduct the business of such Fund as

contemplated by the offering documents related to any such Fund. The limited partner investors will not make decisions with respect to the management, disposition or other realization of any investment made by any Fund, or other decisions regarding such Fund's business and affairs.

*Reliance on the Principals.* The loss of one or more of the Principals could have a significant adverse impact on the business of any Fund and its financial performance. No assurances can be given that each of the Principals will continue to be affiliated with any given Fund throughout its term. Notwithstanding any prior experience that such Principals may have in making investments of the type expected to be made by the Funds, any such experience necessarily was obtained under different market conditions and with different technologies at the forefront of development. There can be no assurance that the Principals will be able to duplicate prior levels of success.

*Focused investment strategy.* The Funds focus on investments in healthcare companies across all growth stages and may not enjoy the reduced risks of a broadly diversified portfolio. A specific investment focus is inherently more risky and could cause any Fund's investments to be more susceptible to particular economic, political, regulatory, technological or industry conditions or occurrences compared with a fund, or a portfolio of funds, that is more diversified or has a broader industry focus.

*Difficulty in valuing portfolio investments.* Generally, there will be no readily available market for a substantial number of a Fund's investments and hence, most of any given Fund's investments will be difficult to value.

*Competitive marketplace.* The marketplace for venture capital investing has become increasingly competitive. Participation by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector and the competition for investment opportunities is at high levels. Some of the Funds' potential competitors may have greater financial and personnel resources than them. There can be no assurances that the general partner of any given Fund will locate an adequate number of attractive investment opportunities for such Fund. To the extent that a Fund encounters competition for investments, returns to investors in such Fund may vary.

*Control person liability.* The Funds may have significant or controlling interests in certain of their respective portfolio companies. The exercise of control over a portfolio company may impose additional risks of liability for, among other things, environmental damage, product defects, failure to supervise management, violation of governmental regulations (including securities laws) or other types of liability in which the limited liability generally characteristic of business ownership may be ignored. If these liabilities were to arise, the Fund with such control person liability might suffer a significant loss.

*Changing economic conditions.* The success of Omega's investment strategy could be significantly impacted by changing external economic conditions in the United States and global economies. The stability and sustainability of growth in global economies may be impacted by terrorism or acts of war. The availability, unavailability, or hindered operation of external credit markets, equity markets and other economic systems which a Fund may depend upon to achieve

its objectives may have a significant negative impact on such Fund's operations and profitability. There can be no assurance that such markets and economic systems will be available or will be available as anticipated or needed for such Fund to operate successfully. Changing economic conditions could also potentially adversely impact the valuation of portfolio holdings.

*Minority investments.* A significant portion of any given Fund's investments may represent minority stakes in privately held companies. In addition, during the process of exiting investments, such Fund is likely to hold minority equity stakes if portfolio holdings are taken public. As is the case with minority holdings in general, such minority stakes that a Fund may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. A Fund may also invest in companies for which such Fund has no right to appoint a director or otherwise exert significant influence. In such cases, such Fund will be reliant on the existing management and board of directors of such companies, which may include representatives of other financial investors with whom such Fund is not affiliated and whose interests may conflict with the interests of such Fund.

*No assurance of additional capital for investments.* After a Fund has financed a company, continued development and marketing of products may require that additional financing be provided. The Funds expect to invest in companies that have substantial capital needs that are typically funded over several stages of investment. No assurance can be given that such additional financing will be available and no assurance can be made as to the terms upon which such financing may be obtained. Alternatively, any Fund, either directly or through one of its portfolio companies, may elect to sell developed or undeveloped technologies to existing companies. No assurance can be made that buyers for such technologies can be located or that the terms of any such sales will be advantageous.

*Future and past performance.* The performance of the prior Funds is not necessarily indicative of any newly offered Fund's future results. While the general partner of any new Fund intends for such Fund to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurance that targeted results will be achieved. Loss of principal is possible on any given investment.

*Bridge financing.* The Funds may lend to their respective portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always in a Fund's control, such long-term securities may not issue and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by such Fund.

*Leverage.* To the extent that any investment is made in a portfolio company with a leveraged capital structure or any portfolio company borrows or enters into other financing transactions requiring periodic payments, such investment will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a severe downturn in the economy or deterioration in the condition of such company or its industry. If such a company is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the



value of any equity investment by a Fund in such company could be significantly reduced or even eliminated.

*Limitations on ability to exit investments.* The general partner of a Fund generally expects to exit from such Fund's investments in two principal ways: (i) private sales (including acquisitions of its portfolio companies) and (ii) initial and secondary public offerings. At any particular time, one or both of these avenues may not be open to a Fund, or timing with respect to these exit mechanisms may be inopportune. As such, the ability to exit from and liquidate portfolio holdings may be constrained at any particular time.

*Potential liabilities.* In connection with its investments, a Fund may negotiate the right to appoint one or more of the Principals as a member of the portfolio company's board of directors. Such membership on the board of directors of a company can result in such Fund or the individual director being named as a defendant in litigation or other disputes or investigations. Such Fund may also participate in portfolio company financings at valuations lower than the valuations in preceding rounds of financing. Disputes arising out of such down-round financings may result in such Fund, its general partner, or its partners being named as defendants. Typically, portfolio companies will have insurance to protect directors and officers, but this insurance may be inadequate. A Fund will also indemnify its general partner, its principals, the general partner of its general partner, its management company and their respective affiliates, among others, for liabilities incurred in connection with operations of such Fund, including liabilities arising from such disputes. Such indemnification obligations and other liabilities could be substantial. The investors in any Fund may also be required to return distributions previously made to them to satisfy such Fund's indemnification obligations. While the general partners of the Funds intend to manage their respective Funds in a way that will minimize exposure to these risks, the possibility of successful claims or lawsuits or adverse regulatory action cannot be eliminated, and such events could have significant adverse effects on a Fund.

*Contingent liabilities on disposition of investments.* In connection with the disposition of an investment in a portfolio company, the Fund invested in such portfolio company may be required to make representations about the business and financial affairs of such company typical of those made in connection with the sale of a business. To the extent that any such representations are inaccurate, such Fund may be required to indemnify the purchasers of such investment and may be liable to the purchasers for breach of contract. These arrangements may result in the incurrence of contingent liabilities for which the general partner of such Fund may establish reserves and escrows. In that regard, distributions may be delayed or withheld until such reserve is no longer needed or the escrow period expires. The partners of such Fund may also be required to return distributions previously made to them to satisfy such Fund's obligations with respect to the foregoing.

*Reserves.* As is customary in the industry, the general partner of a Fund may establish reserves for follow-on or additional investments by a Fund in portfolio companies, operating expenses (including management fees), Fund liabilities, and other matters. Estimating the appropriate amount of such reserves is difficult, especially for follow-on and additional investment opportunities, which are directly tied to the success and capital needs of portfolio companies. Inadequate or excessive reserves could impair the investment returns to such Fund's investors. If

reserves are inadequate, such Fund may be unable to take advantage of attractive follow-on, additional or other investment opportunities or to protect its existing investments from dilutive or other punitive terms associated with pay-to-play or similar provisions. If reserves are excessive, such Fund may decline attractive investment opportunities or hold unnecessary amounts of capital in money market or similar low-yield accounts.

*Absence of liquidity and public markets.* The Funds' investments will generally be private, illiquid holdings. As such, there will be no public markets for the securities held by the Funds and no readily available liquidity mechanism at any particular time for any of the investments held by the Funds. In addition, the realization of value from any investments will not be possible or known with any certainty until the general partner of a Fund elects, in its sole discretion, to sell such Fund's investments and subsequently distribute the proceeds to its investors or to distribute securities to investors in lieu of cash.

*No market; illiquidity of limited partner interests.* An investment in a Fund will be illiquid and involves a high degree of risk. There is no public market for the interests in the Funds, and it is not expected that a public market will develop. Consequently, investors in the Funds will bear the economic risks of their investment for the term of the Funds in which they invest. Prospective investors are required to represent and agree that they are purchasing the interests in a Fund for their own account for investment only and not with a view to the resale or distribution thereof.

*Certain limitations on ability of limited partners to transfer their interests in a Fund.* The transferability of interests in the Funds are restricted by their respect partnership agreements and by United States federal and state securities laws. In general, Fund limited partners may not sell or transfer their interests in a Fund to third parties without the consent of such Fund's general partner.

*Legal and regulatory risks.* None of the Funds are registered as an "investment company" under the United States Investment Company Act of 1940, as amended (the "Investment Company Act"), pursuant to an exemption set forth in Sections 3(c)(1) and/or 3(c)(7) of the Investment Company Act. There is no assurance that such exemptions will continue to be available to the Funds. Due to the burdens of compliance with the Investment Company Act, the performance of the Funds' investment portfolios could be materially adversely affected, and risks involved in financing portfolio companies could substantially increase, if the Funds become subject to registration under the Investment Company Act. Neither the Funds nor their counsel can assure investors that, under certain conditions, changed circumstances, or changes in the law, the Funds may not become subject to the Investment Company Act or other burdensome regulation. In addition, the Funds generally do not register the offering of their interests to their limited partners under the United States Securities Act of 1933, as amended (the "**Securities Act**"). As a result, the Fund's limited partners will not be afforded the protections of such Acts with respect to their investments in the Funds.

*Tax risks.* Certain tax risks relating to an investment in a Fund are discussed in the offering documents with respect to such Fund. No assurances can be given that tax laws, rulings and regulations effective at the time an investor makes an investment in a Fund will not be changed

during the life of such Fund. Prospective Fund investors should consult their tax advisors for further information about the tax consequences of purchasing an interest in a Fund.

*Withholding and other taxes.* The general partners of the Funds generally structure their respective Fund's investments in a manner that is intended to achieve the Fund's investment objectives and, there can be no assurance that the structure of any investment will be tax efficient for any particular investor or that any particular tax result will be achieved. In addition, tax reporting requirements may be imposed on investors under the laws of the jurisdictions in which investors are liable for taxation or in which a Fund makes portfolio investments. Prospective investors should consult their own professional advisors with respect to the tax consequences to them of an investment in a Fund under the laws of the jurisdiction in which they are liable for taxation. Furthermore, a Fund's returns in respect of its investments may be reduced by withholding or other taxes imposed by jurisdictions in which such Fund's portfolio companies are organized.

*Conflicts of interest.* The following discussion enumerates certain potential conflicts of interest that should be carefully evaluated before making an investment in a Fund. The following is not intended as an exhaustive list of the potential conflicts. Instances may arise where the interest of the general partner of a Fund (or its partners), Omega and/or their affiliates may potentially or actually conflict with the interests of such Fund and its limited partners. For example, the existence of a Fund's general partner's carried interest may create an incentive for such general partner to make more speculative investments on behalf of such Fund than it would otherwise make in the absence of such performance-based arrangements. Conflicts may arise in the allocation of investment opportunities and the Principals time among one or more existing Funds and any of their parallel or co-investment entities, on the one hand, and any future Funds, on the other hand. Further, conflicts of interest may arise as a result of the Principals having investments in portfolio companies and the Funds as well as other investments both public and private. While certain assurances are provided in the Fund's partnership agreements to address these potential conflicts, certain risks may remain. By acquiring an interest in a Fund, each investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflicts of interest.

*Diverse investors.* The limited partners of any given Fund may have conflicting investment, tax, and other interests with respect to their investments in such Fund. The conflicting interests of individual Fund limited partners may relate to or arise from, among other things, the nature of investments made by such Fund, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by a Fund's general partner with respect to the nature or structuring of investments that may be more beneficial for some of such Fund's limited partners than for others, particularly with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a Fund, the general partner of such Fund considers the investment and tax objectives of such Fund and its partners as a whole, not the investment, tax or other objective of any of such Fund's limited partners individually.

*Risk of dilution.* Limited partners subscribing for interests in subsequent closings of a Fund will participate in existing investments of such Fund, diluting the interests of existing limited partners therein. Although such limited partners will contribute their pro rata shares of prior capital contributions previously drawn down by such Fund (plus an additional amount thereon), there can be no assurance that such payments will reflect the fair value of such Fund's existing investments at the time such additional limited partners subscribe for such interests.

*Failure to make capital contributions.* If a limited partner of a Fund fails to pay when due installments of its capital commitment to such Fund, and the contributions made by non-defaulting limited partners of such Fund and borrowings by such Fund are inadequate to cover the defaulted capital contribution, such Fund may be unable to pay its obligations when due. As a result, such Fund may be subjected to significant penalties that could materially and adversely affect the returns to its limited partners (including its non-defaulting limited partners). If a limited partner defaults, it may be subject to various remedies as provided in the applicable Fund's partnership agreement.

*Foreign investments.* Funds may invest in companies that are based outside of the United States or the operations of which are primarily outside of the United States. Any investment in a foreign country involves risks not found in the domestic securities market, including the following: the risk of economic and financial instability in the foreign country, which in some cases may include a collapse in credit markets, stock prices, currencies and/or consumer spending; the risk of adverse social and political developments, including nationalization, confiscation without fair compensation, political and social instability and war; the risk that the foreign country may impose restrictions on the repatriation of investment income or capital or on the ability of foreign persons to invest in certain types of companies, assets or securities; risks related to the possible lack of availability of sufficient financial information as a result of accounting, auditing, and financial disclosure standards that differ, in some cases significantly, from those in the United States; risks related to foreign laws and legal systems, which are likely to differ from those of the United States, including in particular the laws with respect to the rights of investors which may not be as comprehensive or well developed as those in the United States and the procedures for the judicial or other enforcement of such rights which may not be as effective as in the United States; risks related to the fact that some investments or portfolio company operations may be denominated in foreign currencies and, therefore, will be subject to fluctuations in exchange rates; and risks related to applicable tax laws and regulations and tax treaties, which are likely to vary from country to country and may be less well developed than those in the United States, possibly resulting in retroactive taxation so that the applicable Fund could become subject to an unanticipated local tax liability. The profits or losses of a Fund on any investment, as measured in United States dollars, will be affected by fluctuations in currency exchange rates and exchange control regulations as well as by the success of the investment itself. In addition, a Fund may incur costs in connection with conversions between various currencies. Funds generally do not seek to reduce currency risks through "hedging" or other methods.

*Confidential information.* The partnership agreements of the Funds generally contain confidentiality provisions intended to protect proprietary and other information relating to the Funds and their respective portfolio companies. To the extent that such information is publicly disclosed, competitors of a Fund and/or competitors of its portfolio companies, and others, may

benefit from such information, thereby adversely affecting such Fund, its portfolio companies, its general partner and the economic interests of its limited partners.

*Written agreements.* Each of the Funds, their respective general partners and OFML generally are authorized, without the approval of any of a Fund's limited partners, to enter into side letters or similar written agreements with such Fund's limited partners that have the effect of establishing rights under, or altering or supplementing the terms of such Fund's offering documents, its partnership agreement, such limited partner's subscription agreement or other related agreements. The ability of other of such Fund's limited partners to elect to receive the benefits of any such side agreements will be limited.

**ITEM 9: DISCIPLINARY INFORMATION**

The Adviser and its supervised persons have not been involved in any legal or disciplinary events that are material to a client's or potential client's evaluation of our advisory business or the integrity of the Adviser's management.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### *a) Registered Broker-Dealer or Registered Representative*

Not Applicable

### *b) FCM, CPO, CTA or Associated Person*

Not applicable.

### *c) Material Business Relationships with Certain Related Persons*

Omega US is part of the Omega Group, a financial services group of companies which includes OFML, Omega UK and Sigma. OFML and Omega UK are also investment advisors. OFML manages and advises the Funds and is the advisor to Omega's separate advisory clients. Omega UK provides advisory services directly to OFML and indirectly to the Funds and Omega's clients. Sigma is a passive holding company.

Omega organizes entities to serve as general partners of the Funds, which Funds are managed and/or advised directly by OFML and indirectly by Omega US and/or Omega UK. The names of these general partner entities are LS Holdings SPV I GP, L.P., LS Holdings SPV I GP, Ltd., Omega Fund GP, Ltd., Omega Fund II GP, Ltd., Omega Fund III GP LP, Omega Fund III GP Ltd., Omega Fund IV GP Manager Ltd. and Omega Fund IV GP LP.

### *d) Recommendation and Selection of Other Investment Advisers*

Not applicable.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### *a) Code of Ethics*

Omega has adopted a Code of Ethics governing ethical standards and principles of the Adviser. It also describes Omega US's policies regarding the protection of confidential information, including the review of the personal securities accounts of certain personnel of Omega US for evidence of manipulative trading, trading ahead of clients, insider trading, trading restrictions, training of personnel and record-keeping.

Our Code of Ethics contains, among other rules and requirements, provisions designed to: (i) prevent improper personal trading by Omega US's personnel; (ii) prevent improper use of material, non-public information about securities recommendations made by Omega or the securities holdings of Omega's Funds or other clients; (iii) identify and mitigate potential conflicts of interest; and (iv) provide a means to resolve any actual or potential conflicts of interest.

The members, officers, and employees of Omega are permitted to buy and sell all types of investments unless (a) the investment relates to an entity on Omega's restricted list or (b) they are aware of a conflict of interest, or a potential conflict of interest, with Omega Group or any of its affiliates, Funds and/or other clients. Policies and procedures are in place to prevent personnel from benefiting personally from information they may possess about the securities Omega recommends or securities held by Omega's Funds or other clients.

To safeguard against such risks or potential conflicts, the Adviser's Code of Ethics requires each officer and employee of the Adviser with access to the Funds' or clients investments information (each an "*Access Person*") to report quarterly theirs and their immediate family members' securities transactions and their securities holdings annually. In addition, each Access Person must pre-clear investments in initial public offerings and private placements with the Adviser's Chief Compliance Officer.

Clients, prospective clients, Fund investors or prospective Fund investors may obtain a copy of Omega US's Code of Ethics by contacting Omega US by telephone or e-mail at (617) 502-6530 or [info@omegafunds.net](mailto:info@omegafunds.net).

### *b) Participation or Interests in Client Transactions*

Entities affiliated with Omega serve as general partners of the Funds. Omega's related persons typically hold all of the ownership interests in such general partners, and each of such general partners maintains an ownership interest in the Fund for which it serves as the general partner. As described above, each Fund is organized to participate in privately negotiated secondary transactions in equity securities of companies that are active in the life sciences field. Typical investments involve acquisitions of portfolios of securities, rather than individually selected



securities. It is possible that a portfolio to be acquired by a Fund includes one or more of the same securities (or different securities issued by the same company) that were also included in one or more prior portfolios of securities acquired by the same Fund or a prior Fund. In such instance, because the general partner of each Fund is owned and controlled by affiliates of Omega, Omega would have been recommending to a Fund (i.e., a client) securities in which Omega has a financial interest. It is unlikely, however, that the interests of Omega or its affiliates in any such securities would have been material at the time of the newer Fund's acquisition of the portfolio containing such securities (or other securities of the same issuer of any such securities). By acquiring an interest in a Fund, each investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflicts of interest.

Except as set forth above, Omega does not recommend to clients, or buy or sell for or on behalf of clients, any securities in which Omega or its related persons has a material financial interest.

*c) Investment in Securities Recommended to Clients*

Except as set forth in the first paragraph of (b) above, Omega or its related persons would not invest in the same securities or related securities that Omega recommends to clients.

*d) Investment in Securities at or about the Same Time Recommended to Clients*

Except as set forth in the first paragraph of (b) above, Omega and its related persons do not recommend to clients, or buy or sell for client accounts, any securities that Omega or its related persons buys or sells for themselves at or about the same time as the investment by Omega's clients.

## ITEM 12: BROKERAGE PRACTICES

### *a) Selecting or Recommending Broker-Dealers*

Omega has no obligation to deal with any particular broker-dealer in the execution of transactions in portfolio securities. In selecting broker-dealers with whom to place orders for purchases and sales of securities on behalf of Omega's clients, Omega's primary objective is to obtain favorable pricing and execution – that is, prompt, errorless, execution of orders at the most favorable prices reasonably obtainable. In doing so, Omega considers a number of factors, including, without limitation:

- the overall direct net economic result to the Fund or other client (including commissions, which may not be the lowest available but which ordinarily will not be higher than the generally prevailing competitive range),
- the financial strength of the broker-dealer,
- the reputation and stability of the broker,
- the efficiency with which transactions are generally executed,
- the ability to effect the particular transaction,
- the availability of the broker-dealer to stand ready to execute difficult transactions in the future, and
- other matters.

Omega does not solicit competitive bids on each transaction to seek the lowest available commission costs, but rather, may take into account the full range and quality of services offered to our Funds and other clients.

### *i) Soft-Dollars Arrangements*

Omega may purchase from a broker or allow a broker to pay for the following (each a “soft dollar” relationship):

- research services, including third-party research fees;
- economic and market information;
- portfolio strategy advice;
- industry and company comments;
- technical data;
- research conferences;
- general reports;
- consultations; and
- on-line pricing.

Omega may receive soft dollar credits based on principal, as well as agency, securities transactions with brokerage firms or direct a brokerage firm that executes transactions to share some of its commissions with a brokerage firm that provides soft dollar benefits to Omega.

Omega may pay to a broker commissions and mark-ups that exceed those that another broker might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker provides. Omega determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Omega's overall fiduciary duty to its clients. A Fund may, however, pay higher commissions and mark-ups than are otherwise available or may pay more commissions or mark-ups based on account trading activity. The research and other benefits resulting from Omega's brokerage relationships may benefit Omega's operations as a whole and all Funds that it manages, including those that do not generate the soft dollars that pay for such research and other benefits. Omega does not allocate soft dollar benefits to the Funds proportionately to the soft dollar credits that the Funds generate.

Omega's relationships with brokers that provide soft dollar services may influence Omega's judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not. Omega may have an incentive to select or recommend a broker based on Omega's interest in receiving soft dollar services rather than the Funds' interest in receiving the most favorable execution. These conflicts of interest may be particularly influential to the extent that Omega uses soft dollars to pay expenses it would otherwise be required to pay itself.

Omega has addressed these conflicts of interest by annually evaluating the trade execution services that Omega receives from the brokers that it uses to execute trades for the Funds. Such evaluation includes comparing those services to the services available from other brokers. Omega considers, among other things, the quality of execution services, the value of continuing with various soft dollar services and adding or removing brokers and the appropriate level of commission rates.

Omega has the right, at its discretion, to change the brokerage arrangements described above without further notice to investors.

#### *b) Brokerage for Client Referrals*

The Adviser does not consider, in selecting or recommending a broker dealer, whether the Adviser or a related person receives client referrals from that broker-dealer.

#### *c) Directed Brokerage*

The Adviser does not accept clients who require us to execute transactions through a specified broker-dealer.

*d) Aggregation (Bunching) of Trades*

Omega may aggregate securities sale and purchase orders for a Fund with similar orders being made contemporaneously for other Funds that Omega manages or with accounts of its affiliates. In addition to considerations of equity, bunching avoids placing competing orders, improves order management, and may, because of larger order size, permit some degree of price improvement relative to a series of individually placed orders. Omega may aggregate client orders for execution where it believes it is in the best interest of clients to do so. In such event, Omega may charge or credit a Fund, as the case may be, the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the Fund than it would be if Omega were not executing similar transactions concurrently for other Funds.

## **ITEM 13: REVIEW OF ACCOUNTS**

### *a) Periodic Account Review*

The general partner of each Fund, through its principals, monitors Fund portfolios on an ongoing and quarterly basis.

### *b) Client Reports*

Generally, separately managed accounts will receive quarterly valuation reports from OFML. Fund investors generally receive annual audited reports and unaudited reports and updates from the general partner(s) of the Fund(s) in which such investors have invested or from OFML on a quarterly basis.

#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

Omega may enter into written solicitation arrangements with third parties (each a "*Solicitor*"). Under a solicitation arrangement, Omega may pay a referral fee to Solicitors when the Solicitor successfully introduces a Fund investor or other client to Omega. The amount of compensation is based on a negotiated percentage of the amount of capital committed by each Fund investor or other client. The solicitation arrangement does not affect the amount of management fees or expenses paid by a Fund or other client.

## **ITEM 15: CUSTODY**

The assets of the Funds and other clients are held with "qualified custodians" such as banks and registered broker-dealers. The

Funds are audited at least annually and distribute their audited financial statements prepared in accordance with generally accepted accounting principles to all Investors. Omega provides (or causes to be provided) to each Investor in the Fund a copy of the Fund's audited financial statements within 120 days following the relevant Fund's fiscal year end. Investors who do not receive audited financial statements timely should contact Omega immediately.

**ITEM 16: INVESTMENT DISCRETION**

The general partner of each Fund has discretionary authority to manage such Fund pursuant to the grant of such authority set forth in the partnership agreement for such Fund.



## ITEM 17: VOTING CLIENT SECURITIES

### *a) Omega Proxy Voting Authority*

The general partner of each Fund manages the activities, including all investment activities, of such Fund. This includes exercising all voting rights with respect to securities held by such Fund. Each general partner of a Fund votes client securities held by such Fund in the best interest of the Fund, as determined by such general partner. In determining whether a proposal serves the best interests of a Fund, such general partner considers a number of factors, including:

- the proposal's economic effect on limited partner or investor value;
- the threat that the proposal poses to existing rights of limited partners or investors;
- the dilution of existing interests or shares that would result from the proposal;
- the effect of the proposal on general partner, management or director accountability to investors; and
- if the proposal is a shareholder or limited partner initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

Such general partner also has the flexibility to abstain from a particular proxy vote when it determines such abstention to be in the best interest of such Fund.

If a material conflict of interest over proxy voting arises between the general partner of a Fund and such Fund, such general partner votes all proxies in accordance with the policy described above. If such general partner determines that this policy does not adequately address the conflict of interest, such general partner generally will notify the Fund's limited partner advisory committee, if any, of the conflict and request that the limited partner advisory committee consent to the general partner's intended response to the proxy or limited partner ballot solicitation. If the limited partner advisory committee consents to such general partner's intended response or fails to respond to the notice within a reasonable time specified in the notice, such general partner will vote the proxy as described in the notice. If the limited partner advisory committee objects in writing to such general partner's intended response, such general partner will vote the proxy as directed by the limited partner advisory committee.

A limited partner can obtain a copy of Omega's proxy voting policy and a record of votes cast by the general partner of the Fund in which such limited partner has invested with respect to the securities held by such Fund by contacting Omega's Chief Compliance Officer. The Chief Compliance Officer can be contacted at (617) 502-6538.

*b) Client Proxy Voting Authority*

Investors in the Funds do not have any voting authority over any securities held by any applicable Fund. All such voting authority is exercised by the general partner of such Fund on behalf of such Fund.

Clients for whom Omega manages a separate advisory account and who do not grant Omega discretion to vote proxies on their behalf are responsible for voting their own proxies and, if they desire to do so, must arrange to receive proxy materials from the relevant custodians or transfer agents. Omega does not provide any proxy related information, or advice as to how to vote proxies, to such clients.

## **ITEM 18: FINANCIAL INFORMATION OF THE ADVISER**

No financial events have occurred to Omega that would negatively affect the financial viability of Omega. There is no financial condition of Omega that is reasonably likely to impair Omega's ability to meet contractual commitments to clients.

### *a) Financial Disclosures*

Not Applicable.

### *b) Material Financial Impairment*

Not Applicable.

### *c) Bankruptcy Petitions*

Not Applicable.