

**PART 2A OF FORM ADV: FIRM BROCHURE**



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**March 21, 2013**

**Cadian Capital Management, LLC is an investment adviser that is registered with the Securities and Exchange Commission. Registration does not imply a certain level of skill or training.**

**This brochure provides information about the qualifications and business practices of Cadian Capital Management, LLC. If you have any questions about the contents of this brochure, please contact D. Justin Griffith at (212) 792-8809 or [jgriffith@cadiancap.com](mailto:jgriffith@cadiancap.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Cadian Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **MATERIAL CHANGES**

While we have made no material changes to the brochure since its last annual update in March 2012, this brochure reflects general updates, including the firm's total assets under management.

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## **1. ADVISORY BUSINESS**

Cadian Capital Management, LLC, a Delaware limited liability company, was founded in May 2007 and provides discretionary advisory services to its advisory clients, which currently are limited to pooled investment vehicles organized as private investment funds. Specifically, Cadian serves as the investment manager of Cadian Fund LP, a Delaware limited partnership, Cadian Offshore Fund, Ltd., a Cayman Islands exempted company and Cadian Master Fund L.P., a Cayman Islands exempted limited partnership. Cadian Offshore Fund, Ltd. and Cadian Master Fund L.P. operate via a “master-feeder” structure, such that Cadian Offshore Fund, Ltd. contributes substantially all of its assets to Cadian Master Fund L.P. and investments are generally made at the master fund level. Cadian Fund LP utilizes a substantially similar strategy as that of Cadian Master Fund L.P. and makes direct investments.

Our affiliate, Cadian GP, LLC, a Delaware limited liability company, serves as the general partner of Cadian Fund LP and Cadian Master Fund L.P. Cadian GP, LLC has the sole power and authority to manage the business and legal affairs of these funds.

The firm is principally owned by Eric Bannasch.

We provide investment advisory services to Cadian Fund LP, Cadian Offshore Fund, Ltd. and Cadian Master Fund L.P. As described in further detail in Section 5 below, the funds seek long term capital appreciation from investments in equity securities of companies in the global telecommunications, media and technology sectors (including companies which specialize in hardware, software, networking, wireless, Internet technology services, semiconductors, processors and the Internet) as well as in consumer, healthcare, industrials, defense and other related sectors. To implement the above strategy, we focus on fundamental stock research and selection through a disciplined upside/downside analysis.

We tailor our advisory services to the funds in accordance with each fund’s governing documents (for example, a private offering memorandum, limited partnership agreement, memorandum and articles of association and/or subscription documents). These documents typically contain investment guidelines imposed on the applicable fund. The funds generally cannot impose any restrictions on the firm’s discretion to invest in certain securities or types of securities.

The firm does not participate in wrap fee programs.

As of December 31, 2012, the firm managed approximately \$2,401,326,338 of client assets on a discretionary basis. We do not currently manage any client assets on a non-discretionary basis.

## 2. FEES AND COMPENSATION

The firm has intentionally omitted its full fee schedule, as it is registered as an investment adviser with the Securities and Exchange Commission and this brochure is being delivered only to “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended.

The following is a general description of fees and expenses paid by the funds. Each fund’s offering documents contain a more detailed description of the firm’s fee schedule. **As such, it is critical that investors refer to the relevant fund’s offering documents for a complete understanding of how we are compensated for our advisory services.**

All compensation described below is deducted automatically from our funds’ accounts pursuant to their governing documents. A third-party administrator generally polices and controls this process.

### Management Fee

The firm generally deducts from the net assets of each of Cadian Fund LP and Cadian Offshore Fund, Ltd., a management fee that is a percentage of the net assets of each of these funds, quarterly in advance. To the extent that a withdrawal or redemption is made from Cadian Fund LP or Cadian Offshore Fund, Ltd., respectively, as of any day that is not the last day of a fiscal quarter, we would refund the relevant fund an amount of management fees prorated from the date of the withdrawal or redemption, as applicable, to the end of the period covered by the advance management fee.

### Incentive Allocation

Cadian GP, LLC also receives a performance-based, incentive allocation from each of Cadian Master Fund L.P. and Cadian Fund LP in connection with the performance of its duties. The incentive allocation is generally allocated as of the last day of each fiscal year, upon an investor’s withdrawal from Cadian Fund LP or redemption from Cadian Offshore Fund, Ltd. (through the investor’s indirect interest in Cadian Master Fund L.P.) and in the case of certain designated illiquid assets, upon the sale of these assets. The incentive allocation is subject to a high-water mark.

We have the discretion to waive or reduce the management fee and/or the incentive allocation with respect to any investor in the funds.

### Expenses

Each fund bears its own organizational expenses and operating expenses including: the management fee; fund legal, compliance, administrator, audit and accounting expenses (including third party accounting services); directors’ fees, organizational expenses; investment expenses such as commissions, research fees and expenses; travel expenses, systems and technology expenses, interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; fund-related insurance costs; and any other expenses related to the purchase, sale or transmittal of fund assets. Further, Cadian

Offshore Fund, Ltd. will indirectly share the administrative and other expenses of Cadian Master Fund L.P. based on its interest in Cadian Master Fund L.P.

We allocate the expenses to the funds that incur them, and if multiple funds incur expenses in the same transaction, we allocate the expenses among the funds in a fair and reasonable manner.

To the extent the funds utilize soft dollars, the funds may be deemed to be paying for research and other services with “soft” or commission dollars. Refer to Section 9 for further information on the firm’s brokerage practices.

### **3. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As noted in Section 2 above and as further described in the funds' offering documents, Cadian GP, LLC may receive a performance-based, incentive allocation from each of Cadian Master Fund L.P. and Cadian Fund LP. While Cadian GP, LLC may receive an incentive allocation from each of these funds, it does not currently charge an incentive allocation with respect to investments in the funds by certain investors including the firm's members, employees and certain friends and family thereof.

The possibility that Cadian GP, LLC may receive performance-based compensation may create an incentive for the firm to make investments that are riskier or more speculative on behalf of the clients paying performance-based compensation. Moreover, investors are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular fund and the risks associated with performance-based compensation prior to making an investment in the funds.

#### **4. TYPES OF CLIENTS**

We currently provide investment advisory services only to pooled investment vehicles operating as private investment funds that rely on certain exclusions from the definition of “investment company” in the Investment Company Act of 1940, as amended. Accordingly, none of our funds are registered as investment companies with the Securities and Exchange Commission.

The minimum initial investment for each fund is \$5,000,000; provided that our firm and Cadian GP, LLC, our affiliate, have discretion to waive this minimum.



## **5. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Below is a general summary of the firm's investment strategy, methods of analysis and material risks. More information of each of the foregoing can be found in the relevant fund's offering documents.

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

The funds' investment objective is to seek long term capital appreciation from investments in equity securities of companies in the global telecommunications, media and technology sectors (including companies which specialize in hardware, software, networking, wireless, Internet technology services, semiconductors, processors and the Internet), as well as in consumer, healthcare, industrials, defense and/or other related sectors.

To implement the funds' strategy, we focus on fundamental stock research and selection through a disciplined upside/downside analysis. We take a value-oriented approach to the sectors in which the funds invest, drawing upon the deep sector expertise of its personnel across geographies and asset classes. We focus on minimizing market and other systemic risks to the funds' portfolios. We seek conservative net beta exposure through alpha generative long and short positions.

Although the funds may hold non-diversified and relatively concentrated portfolios, the primary focus of the funds is to invest in common stocks. Opportunities to enhance capital appreciation are pursued through the use of both long and short positions, margin borrowing, derivatives and other instruments or securities. Depending upon market conditions and available investment opportunities, the funds' portfolios may be concentrated in some or all of the sectors listed above or, alternatively, the funds may focus on investment opportunities in other unrelated sectors. We may also make use of various hedging techniques that might include, but are not limited to, short sales and the writing of stock options and options on stock market indices.

Cadian seeks to enhance fund returns through the use of margin borrowing and by establishing leveraged long positions as well as short positions both as a hedge against specific long positions and to take advantage of opportunities created by market disequilibrium. While the use of "short sales" can substantially improve the return on invested capital, their use may also increase any adverse impact to which the investment portfolios of the funds may be subject.

Up to 10 percent of the net assets of the funds (measured at the time of investment) may be invested in illiquid private placements that are not readily marketable, including private placements of equity and/or debt securities of private companies. The firm may, in its sole discretion, designate any illiquid holding as an illiquid security. For purposes of this limitation, illiquid securities will not include securities that will become freely tradable upon the passage of a specified period of time or that are registerable or convertible into publicly traded securities or that are otherwise restricted as to transferability under applicable securities laws.

The firm has the authority to write put and call options and purchase and sell put and call options on stocks and other securities written by others, including options on stock market and other financial indices and to enter into swaps and other synthetic instruments. The firm, on behalf of

the funds, may also buy and sell exchange-traded and over-the-counter derivative instruments including but not limited to futures, swaps, options, forward and other instruments on equities, commodities, bonds, interest rates, credits, other fixed income, currencies, indices and other baskets of securities.

**The firm has broad and flexible investment authority. The funds may have other strategies or engage in other activities than those described herein. It is critical that investors refer to the relevant fund's private offering memorandum for a complete understanding of that fund's investment objective and strategy. The information contained in this Section 5 is a summary only and is qualified in its entirety by the relevant fund's offering documents.**

**An investment in the funds may be deemed speculative and is not intended as a complete investment program. The funds are designed only for experienced and sophisticated persons who are able to bear the risk of substantial impairment or total loss of their investment in the funds.**

## **General Risks**

### Non-Diversification; Concentration in Certain Sectors

Since it is anticipated that the funds' portfolios will generally be concentrated in the global telecommunications, media and technology companies sectors and/or the other sectors noted above, the investment portfolios of the funds may be subject to more rapid change in value than would be the case if the funds were to maintain a wide diversification among securities or industry sectors. Furthermore, even within these sectors, the investment portfolios may be relatively concentrated. This lack of diversification may subject the investments of the funds to more rapid change in value than would be the case if the assets of the funds were more widely diversified.

Certain of the companies in which the funds invest may allocate greater than usual amounts to research and product development. The securities of such companies may experience above-average price movements associated with the perceived prospects of success of the research and development programs. In addition, companies in which the funds invest could be adversely affected by lack of commercial acceptance of a new product or products or by technological change and obsolescence. Some of these companies may have limited operating histories. As a result, these companies may have inexperienced management, face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses.

Further, many technology companies rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements, to establish and protect their proprietary rights, which are frequently essential to the growth and profitability of a technology company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which the funds invest. Conversely, other companies may make infringement claims against a company in which

the funds invest, which could have a material adverse effect on such company. In addition to the risks associated with making investments in companies with a technology focus, these companies may be subject to other risks including, without limitation, government intervention and scrutiny and increased competition from both the private and public sectors.

The markets in which many global telecommunications, media and technology companies operate are extremely competitive. New technologies and improved products and services are continually being developed, rendering older technologies, products and services obsolete. Moreover, competition can result in significant downward pressure on pricing. There can be no assurance that companies in which the funds invest will successfully penetrate their markets or establish or maintain competitive advantages.

Furthermore, the value of the funds' investments may be susceptible to factors affecting the technology and science areas. As such, the funds may not be an appropriate investment for individuals who are not long-term investors and who, as their primary investment objective, require safety of principal or stable income from their investments. The technology field may be subject to greater governmental regulation, intervention and scrutiny than many other areas, and changes in governmental policies and the need for regulatory approvals may have a material adverse effect on these areas. Additionally, companies in these areas may be subject to risks of developing technologies, competitive pressures and other factors and are dependent upon consumer and business acceptance as new technologies evolve.

Accordingly, the funds may not enjoy the reduced risks of a broadly diversified portfolio, which could cause its 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 that has a broader industry focus.

In addition to the risks associated with making investments in companies with a technology focus, these companies may be subject to other risks including, without limitation, government intervention and scrutiny and increased competition from both the private and public sectors.

### Leverage

The funds may employ financial leverage, including margin borrowing, in pursuit of its investment objective. This results in the funds controlling substantially more assets than it has equity. Leverage increases returns to the investors if the funds earn a greater return on leveraged investments than the funds' cost of such leverage. However, the use of leverage exposes the funds to a high degree of additional risk including (i) greater losses from investments than would otherwise have been the case had the funds not used leverage to make the investments, (ii) margin calls or interim margin requirements may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the funds' cost of leverage related to such investment. In the event of a sudden, precipitous drop in value of the funds' assets, the funds might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the funds.

### Lack of Liquidity of Fund Assets

The funds' assets may, at any given time, include securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. In addition, the funds may invest up to 10 percent (measured at the time of investment) of the net assets of the funds in illiquid securities that are not readily marketable. The actual percentage of the investments of the funds held by fund investors holding designated investment shares or interests (as the case may be) may at times exceed 10 percent due to fund investor withdrawals or redemptions and changes to valuation of individual securities. The sale of any thinly-traded or illiquid investments may be possible only at substantial discounts. In the firm's discretion, distributions to a fund investor by reason of withdrawal, redemption or retirement may be made partly or completely in securities, including thinly-traded and illiquid securities.

### Short Sales

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the funds' portfolios. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is the risk that the securities borrowed by the funds in connection with a short sale must be returned to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and the funds may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

### Small-and Medium-Capitalization Companies

The funds may invest a portion of its assets in the securities of companies with small to medium-sized market capitalizations. While the firm believes these securities may provide significant potential for appreciation, these securities, particularly small-capitalization securities, involve higher risks in some respects than do investments in securities of larger companies. For example, prices of small-capitalization and even medium-capitalization securities are often more volatile than prices of large-capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, "blue-chip" companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be less liquid.

### Non-U.S. Securities

The funds may invest without limitation in non-U.S. securities. Investing in these securities involves considerations and possible risks not typically involved in investing in securities of companies domiciled and operating in the United States, including the instability of some foreign governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of

foreign tax laws (e.g., the imposition of withholding taxes on dividend or interest payments) or confiscatory taxation may also affect investment in non-U.S. securities. Higher expenses may result from investment in non-U.S. securities than would from investment in domestic securities because of the costs that must be incurred in connection with conversions between various currencies and foreign brokerage commissions that may be higher than in the United States. Non-U.S. securities markets also may be less liquid, more volatile and less subject to governmental supervision than in the United States. Investments in foreign countries could be affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations.

### Options

Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. The writing or purchasing of an option runs the risk of losing the entire investment in such option or of causing significant losses to the fund in a relatively short period of time. Because option premiums paid or received by the funds will be 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 the funds' asset value to be subject to more frequent and wider fluctuations than would be the case if the funds did not invest in options. Upon the exercise of a put option written by the funds on securities, it may suffer a loss equal to the difference between the price at which the funds are required to purchase the underlying securities and their market value at the time of the option exercise, less the premium received from writing the option. Upon the exercise of a call option on securities written by the funds, the funds may suffer a loss equal to the excess of the market value of the securities at the time of the option's exercise over the funds' acquisition cost of the securities, less the premium received from writing the option.

### Futures Contracts

Trading in futures contracts is a highly specialized activity that may entail greater than ordinary investment risks. Commodity futures markets (including financial futures) are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin of deposit normally required in commodity futures trading, a high degree of leverage is typical of a commodity futures trading account. As a result, a relative small price movement in a commodity futures contract may result in substantial losses to the trader. Commodity futures trading may also be illiquid. Certain commodity exchanges do not permit trading in a particular type of future beyond certain set limits. If prices fluctuate during a single day's trading beyond those limits, which conditions have in the past sometimes lasted for several days in certain contracts, the funds could be prevented from promptly liquidating unfavorable positions and thus be subject to substantial losses.

**Please refer to the offering documents of the funds for a detailed description of the material risks related in an investment in the funds.**

## **6. DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the firm's advisory business or the integrity of its management.

## **7. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Cadian GP, LLC invests directly in the funds and the firm's employees may also invest directly in the funds. It should be noted that investments made by such parties generally are not subject to the management fee and incentive allocation noted in Section 2 above.

We do not have any arrangements with the following types of related persons that create a material conflict of interest:

- a broker-dealer, municipal securities dealer or government securities dealer or broker;
- a futures commissions merchant, commodity pool operator or commodity trading adviser;
- a banking or thrift institution;
- an accountant or accounting firm;
- a lawyer or law firm;
- an insurance company or agency;
- a pension consultant; or
- a real estate broker or dealer.



## **8. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Firm has adopted a Code of Ethics as required under Rule 204A-1 of the Investment Advisers Act of 1940, as amended, that sets forth a standard of business conduct for its access persons (which term includes all employees). The Code of Ethics includes general requirements that the firm's access persons comply with their fiduciary obligations to clients and applicable federal securities laws, and specific requirements relating to, among other things, personal trading and conflicts of interest. The firm's Code of Ethics includes reporting guidelines that require access persons to periodically report their personal securities transactions and holdings to the firm's Chief Compliance Officer, D. Justin Griffith and requires the Chief Compliance Officer to review those reports. The Code of Ethics also requires access persons to promptly report any violations to the Chief Compliance Officer. Each access person receives a copy of the Code of Ethics (including any amendments) and must acknowledge in writing having received those materials. Clients and prospective clients may obtain a copy of the Code of Ethics by contacting the Chief Compliance Officer by telephone at (212) 792-8809 or email at [jgriffith@cadiancap.com](mailto:jgriffith@cadiancap.com).

As noted in Section 3 above, certain of the firm's members and employees (and certain friends and family thereof) have invested in the funds. This creates a conflict of interest in that the firm's members and employees, on the one hand, and the fund investors, on the other hand, may have conflicting interests. We address these potential conflicts through regular monitoring of each fund's portfolio for consistency with each fund's objectives, strategies, and target capacity. Further, we carefully consider the risks involved in any investments and provides extensive disclosure to investors regarding the potential risks that come with an investment in the funds.

Under the firm's Code of Ethics, the firm's access persons may personally own securities of issuers whose securities that the firm subsequently purchases for its clients. This creates a conflict of interest in that such access persons can use their knowledge about the firm's actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. To address this conflict, the firm requires that its access persons obtain the Chief Compliance Officer's prior written approval before selling any securities of individual public companies in their personal accounts. We note, however, that the firm's access persons may trade mutual funds, exchange traded funds, commodities, currencies and other related products without the Chief Compliance Officer's prior written approval. The Chief Compliance Officer may only approve the transaction if he concludes that the transaction would comply with the Code of Ethics and is not likely to have an adverse economic impact on the firm's clients. We also maintain a restricted securities list which includes securities that access persons are prohibited from trading. The firm's Code of Ethics generally restricts access persons from purchasing most securities for their personal accounts.



## 9. BROKERAGE PRACTICES

We have complete discretion in selecting which broker to use for client securities transactions and the commission rates that clients will pay such brokers. In selecting a broker to execute client securities transactions, we may consider a number of factors, including, for example:

- financial stability and reputation of the broker;
- the price of the security and the broker's commission rates;
- research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis), brokerage and other services provided by such broker that are expected to enhance the firm's general portfolio management capabilities;
- the size and type of the transaction;
- the difficulty of execution and the ability to handle difficult trades;
- the operational facilities of the brokers involved (including back office efficiency); and
- the ability to handle a block order for securities and distribution capabilities.

We may, if it deems it to be in the best interest of the funds, utilize "soft dollar" arrangements with certain brokers. Any use of "soft dollars" will come within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended. Consistent with this, the firm may direct, and in its last fiscal year did direct, brokerage commissions from client transactions to a broker in recognition of research services furnished by such broker or a designated third party, as well as for services rendered in the execution of orders by such broker. Research services typically received by the firm (including in its last fiscal year) which are within Section 28(e), may include, but are not limited to:

- research reports (including market research);
- certain financial newsletters and trade journals;
- software providing analysis of securities portfolios;
- corporate governance research and rating services;
- attendance at certain seminars and conferences;
- discussions with research analysts;
- meetings with corporate executives;
- consultants' advice on portfolio strategy;
- data services (including services providing market data, company financial data and economic data);
- advice from brokers on order execution; and
- certain proxy services.

Brokerage services within Section 28(e) may include, but are not limited to:

- services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between a general partner and a broker-dealer and other relevant parties such as custodians);
- trading software operated by a broker-dealer to route orders;
- software that provides trade analytics and trading strategies;

- software used to transmit orders;
- clearance and settlement in connection with a trade;
- electronic communication of allocation instructions;
- routing settlement instructions;
- post trade matching of trade information; and
- services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

Accordingly, the commission rates (or dealer markups and markdowns arising in connection with riskless principal transactions) charged to the funds by brokers in the foregoing circumstances may be higher than those charged by other brokers who may not offer such services. Moreover, when the firm uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services from brokers, it receives a benefit because it does not have to produce or pay for such research, products or services. The firm also has an incentive to select brokers based on its interest in receiving such research or other products or services rather than their clients' interest in receiving most favorable execution. The research and other products and services resulting from the firm's brokerage relationships benefit its operations as a whole and all accounts that it manages, including those that do not generate the soft dollars that pay for such benefits. The firm generally does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

In some instances, the firm may receive a product or service that may be used only partially for functions within Section 28(e) (*e.g.*, an order management system, trade analytical software or proxy services). In such instances, the firm will make a good faith effort to determine the relative proportion of the product or service used to assist it in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting the firm in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by the firm from its own resources.

Although the firm will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of "mixed use" products or services creates a potential conflict of interest between the firm and the funds.

The firm will periodically review the execution performance of broker-dealers executing its clients' transactions to make a good faith determination that the value of research and brokerage services received is reasonable in relation to the amount of commissions paid. Such reviews will generally be conducted on a quarterly basis and will be documented. The reviews will generally be conducted by the firm's Chief Compliance Officer and the Head Trader.

Although it does not do so frequently, the firm may from time to time place transactions with a broker or dealer that (i) provides it with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to the firm. The firm recognizes that this practice may create an incentive to favor broker-dealers that provide capital introduction services to the firm or refer investors. Moreover, the firm receives asset-based fees from the funds and as such, would receive a financial benefit from the increase in assets under management that may result from capital introduction services and investor referrals. Similarly, the firm receives performance-based compensation from Cadian Fund LP and the Cadian Master Fund L.P. and accordingly, may receive a larger performance-based compensation in any given profit period as a result of an increase in assets under management that results from capital introduction services and investor referrals. The potential for higher fees presents a potential conflict in that the firm has an incentive to favor broker-dealers that provide services that have a direct impact on fees even if those broker-dealers rate unfavorably in other categories that are part of the firm's best execution analysis. The firm addresses these potential conflicts through its thorough best execution review process (as described above), which requires that key individuals look at a broker-dealer's performance in a wide variety of categories. Such reviews allow the firm to determine when broker-dealers that outperform in capital introduction and investor referrals underperform in other areas. In such situations, the firm may provide heightened scrutiny to a relationship with such a broker-dealer.

As noted above, on a quarterly basis, the firm's Chief Compliance Officer will meet with the Head Trader to discuss and evaluate the services provided by brokers in relation to the commissions that the funds pay such brokers.

In its last fiscal year, Cadian did not direct any client transactions to a particular broker-dealer in return for client referrals.

Generally, the firm's policy is to aggregate fund orders for the purchase or sale of securities and allocate between the Cadian Fund LP and the Cadian Master Fund L.P. *pro rata* based on each fund's relative net asset value. In general, the firm will follow the guidelines set forth below in aggregating fund orders for securities:

- no fund will be favored over any other investment advisory client;
- each fund that participates in an aggregated order will participate at the average share price for all of the firm's transactions in that security on a given business day or as specified in these procedures and transaction costs will be shared *pro rata* based on each fund's participation in the transaction; and
- if the aggregated order is filled in its entirety, or if the aggregated order is partially filled, it will be allocated among the funds *pro rata*.

Notwithstanding the foregoing, an aggregated order may be allocated on a basis other than that specified above, (i) if the reason for the different allocation is pre-approved by the firm's Chief Compliance Officer, and (ii) generally, in cases where certain investors are barred from participating in the order (that is, IPO participation). Factors that may lead the firm to allocate orders on a basis other than that specified above include, among others, a client's investment guidelines and restrictions; available cash; liquidity requirements; legal regulatory reasons and the desire to avoid odd lots.

Further, it is the firm's basic policy that none of the funds shall receive preferential treatment. In allocating securities among the funds, it is the firm's policy that each fund should be treated fairly and that, to the extent possible, all funds should receive equivalent treatment, consistent with the advisor's fiduciary obligations and underlying documents for each fund.

## **10. REVIEW OF ACCOUNTS**

The funds' portfolios are under continuous review and their performance is analyzed on a daily basis by the firm's portfolio manager, Chief Financial Officer, Chief Compliance Officer and traders. The firm's operations team is responsible for ensuring the accuracy of trade confirmations and related documents. The operations team performs a daily position reconciliation between its portfolio accounting system and the prime broker records. The firm's third party administrator also receives trade data both from the firm and from the prime brokers (independently). The administrator reconciles both reports on a daily basis and the firm's operations team reviews the daily activity at the administrator to ensure everything is properly recorded.

Further, D. Justin Griffith, in his capacity as the firm's Chief Compliance Officer, (with the assistance of the firm's other supervised persons) periodically reviews the firm's trading and current practices to ensure consistency with applicable law and regulations.

Generally, investors will receive written, unaudited, estimated monthly net asset value statements and quarterly qualitative reports on the funds and the markets. In addition, investors will receive annual audited financial statements.

## **11. CLIENT REFERRALS AND OTHER COMPENSATION**

To the extent that commissions paid to brokers are shared with third parties from which we may obtain data and research, our firm may be deemed to receive a benefit. For more information on our “soft-dollar” practices, the potential conflicts of interest and how we resolve them, please see Section 9.

The firm does not currently maintain any agreements for referrals of investors in the funds. In the future, should the firm enter into any written arrangements with third parties to act as solicitors for the firm’s investment advisory business, any such arrangements will be fully disclosed to each client consistent with applicable law.

## **12. CUSTODY**

We are deemed to have custody of the funds' assets under Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, by virtue of (i) our access to client funds and authority to instruct the administrator to deduct fees and other expenses from a fund's account and (ii) services provided by our firm and our affiliates as general partners of certain of our fund clients.

We utilize the services of a bank or other qualified custodian (as defined under Rule 206(4)-2) to hold all assets of these clients. We also endeavor to ensure that the qualified custodian maintains these funds in accounts that contain only clients' funds and securities, under the fund client's name or our name as agent or trustee for the clients.

While Rule 206(4)-2 generally requires an investment adviser to ensure that a qualified custodian sends account statements to clients at least quarterly, we are not subject to this requirement because all fund clients managed by our firm are subject to audit at least annually by an independent auditor that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. In these cases, we expect to distribute audited financial statements to all investors in our fund clients within 120 days of the end of the fiscal year of the client, or in the case of our fund clients who invest in other hedge funds, within 180 days of the end of the fiscal year of the client.

### **13. INVESTMENT DISCRETION**

The firm has discretionary authority to manage the funds pursuant to a grant of authority in an investment management agreement among the firm and the funds. The firm is authorized to make purchase and sale decisions for the funds. As noted in Section 1 above, investors in the funds do not have the ability to impose limitations on the firm's discretionary authority.

Prospective investors are provided with an offering memorandum prior to their investment and are encouraged to carefully review the offering memorandum, along with all supplements and other relevant offering documents, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors in the Cadian Fund LP and Cadian Offshore Fund, Ltd. must also execute a limited partnership agreement and/or a subscription agreement, each of which constitutes a legal, valid and binding obligation of the investor, enforceable in accordance with its terms.



## 14. VOTING CLIENT SECURITIES

We understand and appreciate the importance of proxy voting. To the extent that the firm has discretion to vote proxies on behalf of the funds, the firm will vote any such proxies in the best interests of the funds and investors (as applicable) and in accordance with set compliance procedures.

The firm has entered into an agreement with Institutional Shareholder Services, an independent third party that provides services related to proxy voting, for Institutional Shareholder Services to provide the firm with research relating to proxies and to facilitate the electronic voting of proxies. The firm has instructed Institutional Shareholder Services that it should not execute any ballot on behalf of the firm without first receiving specific instruction from the firm to that effect; provided, however, that if Institutional Shareholder Services does not receive the firm's approval by the relevant voting deadline, Institutional Shareholder Services will execute ballots in accordance with its recommendation, immediately notify the firm that a vote has been executed on its behalf and notify the firm of the character of such vote. On at least an annual basis, the firm's Chief Compliance Officer will ensure that Institutional Shareholder Services' independence and impartiality is reviewed internally.

Proxies relating to the fund's securities are typically sent directly to Institutional Shareholder Services by the fund's prime brokers. However, in the event that a proxy is not sent directly to Institutional Shareholder Services and is instead received by the firm, the firm's Chief Compliance Officer (or his designee) will promptly forward such proxy to Institutional Shareholder Services. If Institutional Shareholder Services cannot complete or provide its research regarding a security on a timely basis and the firm has made a determination that it is in the best interests of the funds for the firm to vote the related proxy, or if the firm decides to vote via Institutional Shareholder Services, the firm's general proxy voting procedures are required to be followed, as set forth below. Under the firm's general proxy voting procedures, the firm's Chief Compliance Officer or his designee will:

1. Keep a record of each proxy received; and
2. Provide the portfolio manager responsible for voting the proxy on behalf of the firm with any information that may be material in determining how to vote the proxy.

Absent any material conflicts, the portfolio manager will determine whether the firm will follow Institutional Shareholder Services' recommendation or vote the proxy directly in accordance with the firm's voting guidelines. The portfolio manager will send his/her decision on how the firm will vote a proxy to the firm's Chief Compliance Officer (or his designee) who will then either submit the firm's votes using the Institutional Shareholder Services electronic voting platform or mail in the completed proxy in a timely and appropriate manner.

While the firm generally expects to use Institutional Shareholder Services' extensive proxy voting policy as its general guide in making voting decisions, the firm also believes that taking the following guidelines into consideration in voting proxies, is in the best interests of the funds:

- Generally, the firm will vote in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors, and increases in or reclassification of common stock.
- Generally, the firm will vote against proposals that make it more difficult to replace members of the issuer's board of directors, including proposals to stagger the board, cause management to be overrepresented on the board, introduce cumulative voting, introduce unequal voting rights, and create supermajority voting.
- For specific proposals, the firm will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: Institutional Shareholder Services' analysis and recommendations, whether the proposal was recommended by management and the firm's opinion of management; whether the proposal acts to entrench existing management; and whether the proposal fairly compensates management for past and future performance.

The firm's clients cannot direct the firm's proxy vote in any particular solicitation.

The firm's Chief Compliance Officer will examine conflicts that exist between the interests of the firm and the funds. This examination will include a review of the relationship of the firm, its personnel and its affiliates with the issuer of each security and any of the issuer's affiliates to determine if the issuer is a client or affiliate of the firm or has some other relationship with the firm, its personnel or the funds. If, as a result of the Chief Compliance Officer's examination, a determination is made that a material conflict of interest exists, the firm will determine whether voting in accordance with the voting guidelines and factors described above is in the best interests of the funds. If the proxy involves a matter covered by the voting guidelines and factors described above, the firm will generally vote the proxy in accordance with the voting guidelines.

The Chief Compliance Officer will maintain files relating to the firm's proxy voting procedures (and all related documents) generally via the Institutional Shareholder Services service or in another easily accessible place. Records will be maintained and preserved for five years from the end of the fiscal year during which the last entry was made on a record.

If you have any questions about the firm's proxy policy, its proxy record-keeping procedures or if you would like any detailed information about how proxies are actually voted, please contact D. Justin Griffith by telephone at (212) 792-8809 or email at [jgriffith@cadiancap.com](mailto:jgriffith@cadiancap.com).

## **15. FINANCIAL INFORMATION**

We do not require nor do we solicit prepayment of more than \$1,200 in fees per fund client, six months or more in advance.

The firm is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.