

MAK Capital One, LLC

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This Brochure provides information about the qualifications and business practices of MAK Capital One, LLC (“**MAK**”). If you have any questions about the contents of this Brochure, please contact David Smith, MAK's Chief Compliance Officer (“**CCO**”) at (212) 486-3211 or at dsmith@makcapitalfund.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

MAK Capital One, LLC is now the primary adviser to MAK-ro Capital Master Fund LP, MAK-ro Capital International Intermediate Fund Ltd and MAK-ro Capital Fund LP.

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Item 4: Advisory Business

Founded in May 2002, MAK Capital One, LLC ("**MAK**," "**Adviser**," "**we**," "**us**," "**our**" or the "**Firm**"), is a Delaware limited liability company, owned solely by Michael Kaufman. MAK is the sole member of MAK Management, LLC and MAK-ro Asset Management, LLC both Delaware entities that currently provide discretionary investment advisory services. MAK Management, LLC provides management services to MAK One Fund, LP, a Delaware limited partnership (the "**MAK Domestic Fund**") and MAK Capital International Limited, a Bermuda based exempted company (the "**MAK Offshore Fund**" collectively, the "**MAK Feeder Funds**"). The MAK Feeder Funds invest substantially all of their assets into MAK Capital Fund, LP, a Bermuda based exempted company (the "**MAK Master Fund**"). In addition to managing the above funds, MAK Capital One, LLC also provides discretionary investment advisory services and management services to an institutional managed account (the "**Managed Account**").

The Managed Account is managed separately and in accordance with its own investment parameters, restrictions, guidelines and objectives and it may not necessarily invest in the same securities and other financial instruments in which the Investment Vehicles invest. From time to time the Adviser and the Managed Account may agree upon certain restrictions that apply to the securities or other financial instruments in which the Managed Account invests.

MAK Capital One, LLC, also provides management services to MAK-ro Capital Fund, LP, a Delaware limited partnership (the "**MAK-ro Domestic Fund**") and MAK-ro Capital International Ltd., a Cayman Islands exempted company (the "**MAK-ro Offshore Fund**" collectively, the "**MAK-ro Feeder Funds**"). The MAK-ro Feeder Funds invest substantially all of their assets into MAK-ro Capital Master Fund, LP, a Cayman Islands exempted limited partnership (the "**MAK-ro Master Fund**").

The MAK Feeder Funds, the MAK Master Fund, the MAK-ro Feeder Funds and the MAK-ro Master Fund are herein referred to as the "**Investment Vehicles**."

Collectively, the Investment Vehicles and the Managed Account are herein referred to as "**Clients**" when not described otherwise.

The Investment Vehicles are managed in accordance with each Investment Vehicles' investment objectives, strategies, restrictions and guidelines, as described in their respective private placement memoranda (the "**PPM**"). MAK does not tailor advisory services to the individual needs of investors in the Investment Vehicles, and investors in the Investment Vehicles may not impose restrictions on investing in certain securities and other financial instruments or certain types of securities and other financial instruments.

As of December 31, 2012, the Firm managed approximately US\$2,671,100,000 all of which is managed on a discretionary basis. This number is MAK's Regulatory Assets Under Management as calculated according to regulatory guidelines.

Item 5: Fees and Compensation

The Investment Vehicles are generally charged the following: (1) a management fee and (2) a performance allocation which is calculated based upon a percentage of the net capital appreciation of the Investment Vehicles at the end of each fiscal year.

MAK's current fee schedule for the Investment Vehicles is generally as follows:

Management Fee: 1.50% annually (0.125% monthly)

Performance Allocation: 20% annually, subject to a high water mark

The Management Fee and Performance Allocation are deducted from either a Feeder Fund or Master Fund (as described in each Feeder Fund's PPM). The Management Fee is deducted on a monthly basis in advance, and the Performance Allocation is deducted annually at the end of each year. The Management Fee will be prorated for any period that is less than a full month. Fees are deducted and allocations are made from each Investment Vehicles' account.

Fees for the Managed Account are subject to negotiation and currently consist of a fixed management fee and a performance allocation similar to that of the Investment Vehicles. The beneficial owner of the Managed Account pays fees and allocations directly to MAK.

MAK's fees are exclusive of brokerage commissions, transaction fees, custodial fees and other related costs and expenses which shall be incurred by the investors

In our discretion, fees and allocations may be subject to individual negotiation.

The Investment Vehicles are subject to fees, allocations and expenses as described in the applicable PPM. For brokerage practices see Item 12.

Item 6: Performance-Based Allocations and Side-By-Side Management

MAK GP, LLC receives a performance allocation with respect to each Investment Vehicle and the Managed Account that is calculated based upon a percentage of the net capital appreciation of the relevant Investment Vehicle and the Managed Account. A portion of the Performance Allocation related to the MAK Capital Master Fund LP is allocated to a Special Limited Partner. The performance allocations are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**").

The Performance Allocation is subject to a "high water mark." The "high water mark" feature prevents MAK from receiving a performance allocation as to profits that simply restore previous losses and is intended to insure that each performance allocation is based on the long-term performance of an investment in the Investment Vehicle or Managed Account. In addition to the "High Water Mark," the Managed Account is also subject to a hurdle provision that MAK must meet prior to taking a Performance Allocation from the Managed Account. MAK, in its sole discretion, may waive all or any portion of the performance allocation with respect to an investor in an Investment Vehicle or Managed Account.

Net asset value includes net realized and unrealized profits and losses.

Performance based allocation arrangements may create an incentive for MAK to recommend investments which may be riskier or more speculative than those which would be recommended under a different arrangement. Such an allocation arrangement may also create an incentive to favor higher allocation accounts over other accounts in the allocation of investment opportunities. MAK has procedures designed and implemented to ensure that all Clients are treated fairly within the limits of the investment constraints and objectives of each Client, and to prevent this potential conflict from influencing the allocation of investment opportunities among Clients. These procedures include, to the extent orders are aggregated, that orders are price-averaged.

No other hourly, flat or asset-based fees are charged to the Clients.

Item 7: Types of Clients

MAK's Clients consist of the Investment Vehicles and the Managed Account. The initial subscription minimums are disclosed in the respective PPM of each Feeder Fund.

Minimum investment for a managed account would be agreed upon between MAK and the managed account.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Investment Objective

Our broad objective is to generate positive absolute returns through a multi-strategy investment approach, while the particular investment objectives of each Client may differ from those of MAK's other Clients. We focus on opportunistic investing designed to take advantage of macro and fundamental opportunities based on an analysis of the risk-reward outlook.

We expect to invest in a broad range of securities and financial instruments, including, without limitation, debt and equity securities (including preferred and convertible securities), bank debt, high-yield debt and equity securities of financially distressed companies and "small cap" companies, commodities, currencies, options, swaps, contracts for differences, investment partnerships, warrants, futures and other derivative financial instruments (collectively, "Financial Instruments"). Investments in Financial Instruments may be made on securities exchanges, over-the-counter and through privately negotiated transactions. Investments in commodities may be in physical commodities.

We may hold both long and short positions in Financial Instruments and may employ leverage to enhance returns subject to regulatory limits and contractual limitations imposed by prime brokers and other lenders. Leverage may take the form of trading on margin, investing in derivative instruments that are inherently leveraged, and entering into other forms of direct or indirect borrowing.

The principal investment strategies include:

(1) Capital Structure Investing. MAK intends to pursue a fundamental value-oriented investing approach through investments in debt and equity securities and related derivative securities including, without limitation, in common, preferred and convertible securities, bank debt, debt and equity securities of high-yield and distressed issuers and warrants and derivative securities.

(2) Equity Pairs Trading. MAK may pursue a relative value equity pairs trading strategy. An equity pairs trade may involve the simultaneous purchase of a security (or basket of securities) in an industry sector and short sale of a different security (or basket of securities) in the same industry sector, seeking to capitalize on a valuation disparity between the securities. When utilizing this strategy, MAK's view is not necessarily that one stock will go up and the other will fall but rather that one will outperform/underperform the other.

(3) Special Situations. MAK may invest in special situations. A special situation investment may include investing in a company currently in, or expected to be subject to, bankruptcy, restructuring, operational turn-around, spin-offs or other similar corporate events. MAK may evaluate the potential effects of a corporate event on a company's valuation to identify potential value-oriented investment opportunities. These investments may be long or short and may generally not be hedged.

(4) Macro-Oriented Investments: MAK may seek to capitalize on or respond to its interpretation of the outlook for various macroeconomic factors through investments in commodities, currencies or other securities or investment vehicles or related derivative instruments. Such investments may be intended to hedge other parts of the portfolio against specific risks or macro factors, or may be independent investments in which MAK seeks to profit.

Investors should note that the foregoing is not intended to be an exhaustive description of the relevant investment strategies nor a complete list of all investment strategies that may be employed by MAK.

MAK cannot assure any of its investors or clients that its investment objective will be achieved or that losses on investments will be avoided. Investing in securities involves a risk of loss that investors should be prepared to bear.

Risk Factors

The following are material risks involved in MAK's investment strategy. This list does not purport to be a complete enumeration or explanation of the risks involved in such strategy.

- We may invest part of the Client's assets in investments that either lack a readily assessable market value or should be held until resolution of a special event or circumstance. Certain of these and other investments may be very illiquid, and may not be able to be sold at prices that reflect our assessment of their value. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual or other restrictions on their resale and other factors. Furthermore, the nature of certain investments, especially those in financially distressed companies, may require a long holding period prior to profitability. To the extent permissible in accordance with an Investment Vehicle's governing documents, we may designate certain illiquid investments as "special investments." If an investment is designated as a special investment, a withdrawing investor with an interest in a special investment will

not receive any amount in respect of such interest until the related special investment is realized or deemed realized. In addition, regardless of whether an investment may be designated as a special investment, MAK may have difficulty selling illiquid securities and other investments, perhaps causing MAK to have difficulty in meeting redemption requests at certain times or in certain market conditions.

- MAK's investment program involves entering into transactions known as "short sales," in which a Client account sells a security it does not own in anticipation of a decline in the market value of the security. Short sales that are not made "against the box" theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. Under adverse market conditions, it may be difficult or impossible to purchase securities to meet short sale delivery obligations. Furthermore, a Client account might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.
- Derivative instruments, or "derivatives," include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies, commodities or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, currency, commodity or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading, including liquidity risk and counterparty risk.
- Investing in loans, securities traded over-the-counter, swaps, "synthetic" or derivative instruments, repurchase agreements, certain types of options and other customized financial instruments, and, in certain circumstances, non-U.S. securities, creates the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions that generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.
- Investments in foreign securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which the securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and certain foreign securities markets, potentially including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; and (iv) the extension of credit, especially in the case of sovereign debt.

- MAK may leverage positions by borrowing funds from securities broker dealers or others. Leverage increases both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the investments would be amplified. Interest on borrowings will be a portfolio expense of the Funds and will affect the operating results of the Funds. Investing in options and other derivatives provides significantly more market exposure than investing directly in the underlying asset. Accordingly, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the Funds to the possibility of a loss exceeding the original amount invested. In addition, the value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof.
- MAK's investment program will not necessarily be widely diversified. Accordingly, the investment portfolio of the Client accounts may be subject to more rapid changes in value than would be the case if the Client accounts maintained a wide diversification among companies, securities and types of securities.
- Trading in commodity and futures contracts and options thereon are highly specialized activities that may entail greater than ordinary investment risks. Commodity futures markets 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 among others. In addition, because of the low margin of deposit normally required in futures trading, a high degree of leverage is typical of a futures trading account. Consequently, a relatively small price movement in a 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 Partnership could be prevented from promptly liquidating unfavorable positions and thus be subject to substantial losses. Commodity options, like commodity futures contracts, are speculative, and their use involves risk. Specific market movements of the cash commodity or futures contract underlying an option cannot be predicted, and no assurance can be given that a liquid offset market will exist for any particular futures option at any particular time.

Item 9: Disciplinary Information

MAK has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

Item 10: Other Financial Industry Activities and Affiliations

As mentioned above, Michael Kaufman is the sole owner and Managing Member of MAK GP, LLC., an affiliate of MAK. It is not separately registered as an investment adviser with the SEC, but is subject to the Advisers Act, relying on MAK's registration in accordance with the no-

action position taken by the SEC staff in the letter to the *American Bar Association, Business Law Section* (Jan. 18, 2012)

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

Participation or Interest in Client Transactions

Employees, affiliates of the employees, and relatives of the employees may make investments in the Investment Vehicles. MAK may or may not receive any compensation from such investments from employees.

MAK and MAK affiliates and employees have a financial interest in the Investment Vehicles through a performance allocation or a direct investment interest in the Investment Vehicles. As such, MAK could be considered to have recommended to Investors that they buy or sell securities or investments in which the applicant or a related person has some financial interest.

Code of Ethics Pursuant to Rule 204A-1 of the Advisers Act and Personal Trading

We have adopted a Code of Ethics and Employee Investment Policy that establish various procedures with respect to conflicts of interest including investment transactions in accounts in which employees of MAK or related persons have a beneficial interest or accounts over which an employee has investment discretion.

In general, employees (and members of their immediate households) must obtain written pre-approval from the CCO or Michael Kaufman prior to executing a personal transaction in equity securities, fixed income products, ETFs, options, futures and most other securities and financial instruments other than money market funds or certificates of deposit. In addition, employees may not acquire securities for their own account in an initial public offering. Employees must also obtain pre-approval from the CCO or Michael Kaufman before engaging in any outside business activities or investing in private placements.

All MAK employees must direct their brokers to send duplicate copies of trade confirmations and brokerage statements to the CCO. These records are used to monitor compliance with the foregoing policies.

MAK's Code of Ethics and Employee Investment Policy is available to Clients upon request.

MAK or its employees may invest in the same securities or other financial instruments in which MAK invests on behalf of its Clients. Such practices present a conflict when, because of the information MAK has, MAK or its covered persons are in a position to trade in a manner that could adversely affect MAK's Clients (e.g., place their own trades before or after trades for the Clients are executed in order to benefit from any price movements due to such trades). MAK has adopted the Code of Ethics and Employee Investment Policy, described above, which contains policies and procedures designed to minimize any actual or potential conflicts.

Item 12: Brokerage Practices

In selecting brokers for execution we assess the reasonableness of their compensation and commissions charged based on the range and quality of a broker's services including execution capability, trading expertise, accuracy of execution, commission rates, research, reputation and integrity, fairness in resolving disputes, financial responsibility, and responsiveness.

In selecting a broker-dealer to execute transactions and determining the reasonableness of the broker dealer's compensation, MAK need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not MAK's practice to negotiate "execution only" commission rates, thus a Client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

We may from time to time speak at conferences and programs for investors interested in investing in hedge funds which are sponsored by prime brokers. These conferences and programs may be a means by which we can be introduced to potential investors or clients. Prime brokers generally are not compensated for providing such "capital introduction" opportunities. In addition, prime brokers may provide financing and other services to the Investment Vehicles. MAK may place portfolio transactions for Clients with such firms, if MAK determines that it is otherwise consistent with seeking best execution. In no event will we select a broker-dealer as a means of remuneration for recommending MAK or any Client or affording us with the opportunity to participate in capital introduction programs.

MAK may use "soft dollars" generated through brokerage transactions for research, brokerage and research-related products and services. Such use falls within the safe harbor provided under Section 28(e) of the Securities Exchange Act of 1934, as amended.

We do aggregate trades for multiple clients. Upon execution of an aggregated trade for multiple accounts, the shares of the trade are allocated amongst the multiple participating client accounts at an average price to the extent appropriate or practicable.

Item 13: Review of Accounts

Review of Accounts

Clients' Accounts are reviewed frequently by Michael Kaufman to assure conformity with investment objectives and guidelines.

We engage in active management for the Clients and, accordingly, review our transactions, positions and cash balances on a daily basis.

Reporting

Each investor in an Investment Vehicle will receive reports as described in the applicable PPM of the applicable feeder fund.

Item 14: Client Referrals and Other Compensation

MAK does not currently utilize any third party marketers or solicitors.

Item 15: Custody

MAK does not have custody over the Managed Account assets or client accounts. MAK GP LLC is deemed to have custody over certain Investment Vehicles because it serves as General Partner of those Investment Vehicles.

MAK GP LLC is subject to Rule 206(4)-2 under the Advisers Act (the "**Custody Rule**"). However, it is not required to comply (and is not deemed to have complied) with certain requirements of the Custody Rule with respect to each Investment Vehicle because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

Item 16: Investment Discretion

Unless otherwise instructed or directed by a Client, MAK has the authority to determine (i) the securities to be purchased and sold for the Client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any investment guidelines that have been agreed to with the Client) and (ii) the amount of securities to be purchased or sold for the Client account. Because of the differences in Client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among Clients with respect to securities and financial instruments held in Client accounts.

Item 17: Voting Client Securities

Proxy Voting Policy

To the extent that MAK has been delegated proxy voting authority on behalf of its Clients, MAK has adopted proxy voting policies and procedures that are designed to ensure that in cases where MAK votes proxies with respect to Client securities, such proxies are voted in the best interests of its Clients. In fulfilling its obligations to its advisory Clients, MAK seeks to act in a manner that will enhance the economic value of the underlying securities held by each Client. Investors in the Investment Vehicles are not permitted to direct their votes in a particular solicitation.

If a material conflict of interest between MAK and a Client exists with respect to voting proxies, MAK will determine whether voting in accordance with the guidelines set forth in its proxy voting policies and procedures is in the best interests of the Client.

Upon request, MAK will provide a Client with a copy of its proxy voting policies and procedures and information about how MAK voted proxies.

Item 18: Financial Information

MAK has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.