

**Part 2A of Form ADV  
Firm Brochure**

**March 14, 2013**

**Item 1 – Cover Page**

**Selz Capital LLC  
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This brochure provides information about the qualifications and business practices of Selz Capital LLC (“Selz”). If you have any questions regarding the contents of this Brochure, please contact Selz at (212) 554-5036 and/or via electronic mail at [sjerro@gagnonsec.com](mailto:sjerro@gagnonsec.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. Selz is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information with which you may determine to hire or retain advisory services. Additional information about Selz is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Selz filed its initial brochure on February 14, 2012. This is the adviser's annual update for 2013. There are no material changes.

The Selz brochure may be requested by contacting Sandra A. Jerro, Chief Compliance Officer ("CCO") at (212) 554-5036 or by email at [sjerro@gagnonsec.com](mailto:sjerro@gagnonsec.com). Additional information about Selz is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Selz who are registered, or are required to be registered, as investment adviser representatives of Selz, if applicable.

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#### **Item 4 – Advisory Business**

Selz has been in business since January 1, 2004 and offers the advisory services described below primarily to hedge funds ("Funds", each a "Fund") and separately managed accounts ("SMAs"), collectively "Clients". The Funds are organized as domestic limited partnerships or foreign companies.

Interests in the Funds are offered on a private placement basis under the Securities Act of 1933 as amended, and in reliance on Section 3(c)(1) of the Investment Company Act of 1940, as amended to persons who generally are "accredited investors" as defined under the Securities Act and "qualified clients" as defined under the Investment Advisers Act of 1940, as amended.

Bernard Selz owns 51% of Selz and Selz Family 2011 Trust owns the remaining 49% of Selz. Bernard Selz is the sole Managing Member of Selz. As sole Managing Member of Selz, Bernard Selz has general charge of the business affairs and property of Selz and control over its personnel. Selz Family 2011 Trust has neither a role in the business affairs and property of Selz nor any control over its officers, agents and personnel. As of December 31, 2012, Selz managed discretionary Client assets are valued at \$419,409,800.

#### **Portfolio Management Services**

Selz provides discretionary investment advisory services. Selz obtains substantial background information about each SMA's financial circumstances, investment objectives, and risk tolerance, among other things, through in-depth interviews and an information gathering process.

SMAs have the opportunity to place reasonable restrictions on the types of investments made on their behalf. In this regard, Selz may accept SMAs that request restrictions on investing with respect to certain types of securities. Investors in the Funds cannot place restrictions on the types of investments made on behalf of the Funds. The Funds, not the investors, are the Clients of Selz.

Selz's policy is to analyze and select investments which are consistent with each Fund's stated investment objectives and which adhere to each Fund's investment guidelines and restrictions under normal conditions.

Selz has broad investment authority and can formulate new approaches to carry out Client investment objectives.

#### **Item 5 – Fees and Compensation**

##### **Fund Fees**

Fund management fees paid to Selz are disclosed in each Fund's documents and/or investment advisory agreements and are paid in accordance with same.

Fees may be paid quarterly in advance or in arrears in accordance with the respective documents. Fees paid quarterly in advance are at the rate of 0.25% (1.0% annually) of the Net Asset Value of the Fund on the last business day of the immediately preceding calendar quarter. Fees paid quarterly in arrears are at the rate of 1.0% annually, calculated weekly on the Net Asset Value of the Fund on the last business day of each week, or calculated monthly on the Net Asset Value of the Fund on the last business day of each month at the rate of 0.75% annually on the first \$40 million of assets under management and 1.0% annually of the balance.

Selz fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by SMAs and the Funds, if any, such as charges imposed by

custodians, brokers and other third parties for wire transfers, electronic fund transactions, or fees and taxes on securities transactions.

### **Fee Schedule for SMAs**

Selz is compensated for SMA investment advisory services based on a percentage of the respective assets managed. The annual fee for portfolio management services involving equity portfolios is charged as a percentage of assets under management pursuant to the following schedule:

2% annually on the first \$5 million of assets under management  
1% annually on assets under management above \$5 million

SMA fees are based on account size, risk objectives and financial instruments traded and can be changed for certain clients or waived at Selz's discretion. Fee arrangements are incorporated into respective advisory agreements.

SMAs are billed quarterly in advance based on the fair market value of the client account assets as calculated by the custodian on the last business day of the immediately preceding calendar quarter. Clients remit advisory fees to Selz through their custodian or other account.

Amounts contributed to an SMA account, including its initial capital, on a date other than the first day of a calendar quarter shall be charged a pro-rated fee for that quarter with respect to such contribution, based on the number of days remaining in that quarter and based on the net market value of the contributed capital.

The fee on amounts withdrawn from an SMA account, whether partial or full, on any date other than the last day of a quarter, shall be refunded based on the number of days remaining in that quarter and based on the market value of the withdrawal at the beginning of the quarter.

Selz fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the SMA account, such as charges imposed by custodians, brokers and other third parties for wire transfers, electronic fund transactions, or fees and taxes on securities transactions.

Item 12 further describes the conflicts of interest associated with the receipt of brokerage commissions.

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

Selz does not charge any performance-based fees for SMAs (fees based on a share of capital gains on or capital appreciation of the assets of an SMA).

Bernard Selz is the Managing Member of Luxor LLC ("Luxor"), the General Partner of one of the Funds which Selz manages. At the end of each calendar year, the Fund reallocates 20% of that year's net capital appreciation of each Interest (both realized and unrealized) to Luxor's capital account, provided that any prior losses have been recouped for the respective investors. All other Funds managed by Selz have an incentive allocation whereby 15% of that year's net capital appreciation (both realized and unrealized) of all shares invested are paid to Selz, provided that any prior losses for the respective shares have been recouped.

Selz may provide discretionary investment management services to SMAs, some of which may have identical or similar investment objectives to those of the Funds. Selz manages all Client accounts fairly despite the potential conflict of interest that its supervised persons have an incentive to favor Fund accounts for which Selz receives a performance-based fee over SMA accounts for which Selz receives

only a management fee. In addition, among Fund accounts which receive a performance-based fee, Selz does not favor those accounts for which it receives a higher performance-based fee. Selz would typically allocate investment opportunities pro rata among clients.

### **Item 7 – Types of Clients**

As noted in Item 4, Advisory Business, Selz provides investment advisory services to Funds and SMAs.

Selz generally requires minimum assets under management of \$5,000,000 for SMA portfolio management services. This account size may be negotiable under certain circumstances.

The Funds each have their own minimum initial investments as disclosed in their respective offering documents and prospectuses. The minimum initial investment ranges from \$10,000 to \$1,000,000 and may be waived or reduced for some Funds.

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

Bernard Selz is the sole portfolio manager and makes all decisions related to the Fund and SMA investment portfolios. Mr. Selz reviews potential investments as well as market developments that might affect the portfolio on a daily basis.

While Selz normally invests in global publically traded securities, Selz is authorized and may invest in privately issued common stocks, preferred stocks, stock warrants and rights, corporate debt (including bank debt), bonds, notes or other debentures, convertible securities, options (purchased and sold), futures contracts, commodities, forward contracts, currencies, swaps and other derivative instruments, partnership interests, ETFs and other securities or financial instruments, including those of investment companies. Selz's SMA clients seek capital appreciation while building and preserving capital. To achieve this objective, Selz will seek to invest in a diversified portfolio, primarily taking long and short positions in global publicly traded equity securities across various industries.

Selz utilizes a disciplined approach to identifying, analyzing, selecting, monitoring and exiting investments.

### **Risks Relating to the Investment Program/Strategy**

#### **Risk Management**

Investment in securities involves risk of loss of principal that Clients should be prepared to bear. The risks below are summaries of the material risks of Selz's primary investment strategies. It is possible that some of the investment vehicles selected by Selz will not perform as anticipated. There can be no assurance that Selz's investment strategies will achieve profitable results, and results may vary substantially over time. Past performance of Client accounts should not be relied upon as an indication of future results. Selz expects to maintain a disciplined approach to risk management. Selz defines risk not as volatility but as a permanent loss of capital.

#### ***Risks of Investments in Securities***

All investments made by Selz will carry the risk of loss of capital that Clients must be prepared to bear. No guarantee or representation is made that Selz's program will be successful. Selz's investment program will involve, without limitation, risks associated with limited diversification, leverage, interest rates, currencies, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, systems risks and other risks inherent in Selz's activities. In addition,

Selz's investment may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where Selz invests Client assets.

***Currency Exchange Exposure***

Although Selz acquires securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar, Selz will value its investments in U.S. dollars. The value of Client positions in non-U.S. investments will fluctuate with U.S. dollar exchange rates as well as the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which Selz makes its investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of a Client's securities in their local markets and may result in a loss to Clients. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on Client non-U.S. dollar investments.

***Economic Conditions***

Changes in economic conditions, including, for example, interest rates, inflation rates, industry conditions, competition, technological developments, trade relationships, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the business and prospects of the Client. None of these conditions will be within the control Selz.

***Investment Selection***

Selz will frequently select investments on the basis of information and data made directly available to Selz by the issuers of the securities and other instruments or through sources other than the issuers, in addition to registration filings with regulatory bodies. Although Selz evaluates all such information and data and seeks independent corroboration when it deems appropriate and when such information or corroboration is reasonably available, Selz is not always in a position to confirm the completeness, genuineness or accuracy of such information and data.

***Limited Diversification***

While Client portfolios will generally be managed with diversification, significant concentration in one country, issuer, industry, sector or strategy could occur. Such concentration may increase the losses incurred by Clients.

***Leverage; Interest Rates***

Selz may borrow funds, when deemed appropriate, on behalf of the Client in order to increase investment positions or to make additional investments. Risk of loss and the magnitude of market value of the Client's portfolio will have a greater effect relative to the Client's capital than would be the case in the absence of leverage. Adverse market fluctuations, in the case of margin borrowings, may require the untimely liquidation of one or more investment positions. The amount of borrowing that the Client may have outstanding at any time may be large in relation to its capital. Interest costs of borrowings will be an expense of the Client. Both borrowing levels and fluctuations in interest rates may affect the operating results of the Funds.

***Limitations Due to Regulatory Restrictions***

In the event the stake in an issuer exceeds certain percentage or value limits, Selz may be required to file a notification with a governmental agency, seek regulatory approval or comply with other regulatory requirements. These requirements may prohibit the further acquisition of an investment or delay the liquidation of an investment. Compliance with regulatory requirements may result in additional costs to Clients.

Funds may be subject to ERISA mandates in addition to the Investment Advisers Act of 1940. The risk of violating an applicable regulation may exist. Selz has a compliance program in place whereas Selz does periodic compliance testing and monitors firm's regulatory requirements on an ongoing basis.

***Liquidity Risks***

Under certain market conditions, such as during volatile markets or when trading in a security or market is otherwise impaired, the liquidity of Client portfolio positions may be reduced. During such times, Selz may be unable to dispose of certain assets, which would adversely affect Selz's ability to rebalance Client portfolios or to meet withdrawal requests from one of the Funds. In addition, such circumstances may force Selz to dispose of assets at reduced prices, thereby adversely affecting the performance. If there are other market participants seeking to dispose of similar assets at the same time, Selz may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if Clients incur substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired.

***Short Term Trading***

Selz may engage in short term trading. The risks of short term trading include a high portfolio turnover rate involving larger brokerage commission expenses that must be borne directly by the Client and will result in a corresponding economic benefit to Selz's brokers, and, indirectly, Mr. Selz. Short term trading also generates short-term capital gains.

***Substantial Positions in Portfolio Companies***

Selz may from time to time acquire substantial positions in the securities of particular companies, but does not invest with the purpose of obtaining control over the management of any company. The success of each investment depends on the ability and success of the management of the security issuers, in addition to economic and market factors, to obtain a realization in value of the security.

***Turnover***

Selz's annual portfolio turnover rate may vary, depending on market conditions. Selz's historical portfolio turnover rate for SMAs is generally 10%. Higher turnover results in additional commissions to Mr. Selz (See Item 12- Brokerage Practices). At the Fund level, there is no limit on the rate of portfolio turnover and portfolio securities may be sold without regard to the time they have been held when, in the opinion of Selz, investment considerations warrant such action. A high rate of portfolio turnover involves correspondingly greater expenses than a lower rate.

At the Client level, Selz monitors portfolios and performance. On a daily basis, Bernard Selz reviews all Client holdings.

***Risks Relating to Investment Instruments******Risks of Particular Investments***

Investments by Selz will be subject to all the risks attendant to any investment in equity securities. In addition to the factors discussed elsewhere in this document, investments may decline in value for any number of reasons over which Selz may have no control, including changes in the overall market for equity securities and factors pertaining to particular portfolio securities, such as management, the market for the issuer's products or services, sources of supply, scientific or technological changes within the issuer's industry, the availability of additional capital and labor and other similar conditions.

***Small and Medium Capitalization Companies***

Some of the companies in which Selz invests may be relatively small, lesser-known and/or unseasoned companies. Although many such companies frequently offer greater growth potential than larger, more mature, better-known companies, investing in the securities of such companies also involves greater risk and the possibility of greater portfolio price volatility. Among the reasons for the greater price volatility of such smaller companies are the lower degree of liquidity in the markets for such stocks and the greater sensitivity of small companies to changing economic conditions. These companies may have higher investment risk than that associated with larger companies due to the greater business risks of small size and limited products lines, markets, distribution channels and financial and managerial resources.

### ***Commodity Futures and Options***

The low margin or premiums normally required in commodity trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. There is no assurance that a liquid secondary market will exist for commodity futures contracts or options purchased or sold, and Selz may be required to maintain a position until exercise or expiration, which could result in losses. In general, 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.

Futures positions may also be illiquid due to the limits placed by most U.S. commodity exchanges on fluctuations in certain futures contract prices during a single day referred to as “daily price fluctuation limits” or “daily limits”. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures contract prices on various commodities occasionally have moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent Selz from promptly liquidating unfavorable positions and subject the Client to substantial losses. In addition Selz may not be able to execute futures contract trades at favorable prices if trading volume in such contracts is low. It is also possible that an exchange or the U.S. Commodity Futures Trading Commission (the “CFTC”) may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. In addition, the CFTC and various exchanges impose speculative position limits on the number of positions that may be held in particular commodities. Trading in commodity futures contracts and options are highly specialized activities that may entail greater than ordinary investment or trading risks.

Selz may trade futures and options thereon on commodity exchanges and markets located outside the United States where CFTC regulations do not apply. Some non-U.S. exchanges, in contrast to U.S. exchanges, are “principals’ markets” in which performance is the responsibility only of the individual member with whom the trader has entered into a commodity contract and not of an exchange.

### ***Derivative Instruments***

Swaps, derivatives, and certain options and other custom derivative or synthetic instruments are subject to the risk of non-performance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. From time to time, Selz may have exposure to such transactions.

### ***Debt Securities***

Selz may invest in debt securities. Investment in debt securities involves both interest rate and credit risk. Generally, the value of debt instruments rises and falls inversely with fluctuations in interest rates. As interest rates decline, the value of debt securities generally increases. Conversely, rising interest rates tend to cause the value of debt securities to decrease. Bonds with longer maturities generally are more volatile than bonds with shorter maturities. To the extent that interest rates move in a direction contrary to the direction anticipated by Selz, the overall investment performance of the Client will be affected. The market value of debt securities also varies according to the relative financial condition of the issuer. In general, lower-quality bonds offer higher yields due to the increased risk that the issuer will be unable to meet its obligations on interest or principal payments at the time called for by the debt instrument.

### ***Hedging Transactions***

Selz may utilize a variety of financial instruments such as derivatives, options, interest rate swaps, caps and floors and forward contracts, both for investment purposes and for risk management purposes. Hedging also involves special risks including the possible default by the other party to the transaction, illiquidity and, to the extent Selz’s assessments of certain market movements is incorrect, the

risk that the use of hedging could result in losses greater than if hedging had not been used. The Client's investment is subject to the risk of the failure or default of any counterparty to its transactions. If there is a failure or default by the counterparty to such a transaction, Selz will have contractual remedies pursuant to the agreements related to the transaction (which may or may not be meaningful depending on the financial position of the defaulting counterparty).

### ***Loans of Portfolio Securities***

Selz may make secured loans of Funds' financial instruments to certain entities (including entities which may be affiliated with Selz), provided that cash and/or liquid high grade debt securities equal to at least 100% of the market value of the financial instruments loaned are deposited and maintained by the borrower with the respective Fund or its agent. The primary risk in lending portfolio securities, as with other extensions of credit, is the possible economic loss should the borrower fail financially. In determining whether to lend financial instruments to a particular borrower, Selz considers all the relevant facts and circumstances, including the creditworthiness of the borrower. Additionally, the borrower will pay the Funds any income earned on borrowed financial instruments while financial instruments are on loan. Selz may also invest any cash collateral in financial instruments and negotiate an agreed upon amount of income from a borrower who has delivered other forms of collateral. Any such income, however, is subject to the risks of a delay of return of the securities loaned and that any investments of cash collateral may decline in value.

### ***Non-U.S. Securities***

Selz may invest in securities of listed companies domiciled or operating in one or more non-U.S. countries. Investing in non-U.S. securities involves considerations and possible risks not typically involved in investing in securities of companies domiciled and operating in the United States, including instability of some 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 local 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 from a similar investment in domestic securities because of the costs that must be incurred in connection with conversions between various currencies and brokerage commissions that may be higher than 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. Such investments 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***

The purchaser of put or call options runs the risk of losing the entire investment in the option in a relatively short period of time. The uncovered writer of a call option (i.e., the seller of a call option who does not own the underlying financial instrument) is subject to loss if the price of the underlying financial instrument rises above the option's strike price. Similarly, the uncovered writer of a put option is subject to loss if the price of the underlying financial instrument declines in price below the option's strike price. The writer of a call option who owns the underlying financial instrument is subject to the full risk of the position in the underlying financial instrument in exchange for the option premium received when the option is sold. In addition, such an investor has given up the opportunity for gain in the underlying financial instrument above the option exercise price, in exchange for the option premium received. The writer of a put option with a short position in the underlying financial instrument is subject to the corresponding risks.

Selz may purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market for the purpose of hedging a Client's portfolio and of realizing its investment objectives. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in a portfolio correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of

the index rather than the price of a particular stock, whether the Client will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by Selz of options on stock indices will be subject to Selz's ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

Stock options and stock index options are volatile in price, and the market for such options may be subject to distorted pricing at times of stress in financial markets. Government and exchange regulation of equity options and intervention in equity options transactions pose additional risks. Such actions may cause rapid price movements or may restrict liquidity in certain instruments. Selz will be subject to the risk of the inability of, or refusal by, the counterparty to perform with respect to such contracts.

### ***REITs***

While Selz will not invest directly in real estate, to the extent that it invests in REITs or other real estate securities it may be subject to the risks associated with direct ownership. These risks include the risk that the value of a security will fluctuate because of changes in property values, vacancies of rental properties, overbuilding, changes in local laws, increased property taxes and operating expenses, and other risks associated with real estate. Equity REITs may be affected by changes in property value, while mortgage REITs may be affected by credit quality and the interest rate environment. In addition, there is the risk that certain REITs may fail to qualify for pass-through of income under federal tax law or to maintain their exemption from the registration requirements under federal securities laws.

### ***Securities Believed to Be Undervalued or Incorrectly Valued***

Securities that Selz believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame Selz anticipates. As a result, Selz may lose all or substantially all of its investment in any particular instance. In addition, there is no minimum credit standard that is a prerequisite to a Client's investment in any instrument, and some obligations and preferred stock in which Selz invests may be less than investment grade.

### ***Securities Markets and Regulations***

Equity securities of smaller issuers may be less liquid and are generally subject to greater price volatility than securities of more broad-based, diversified companies. The markets for securities of some issuers have substantially less volume than the markets for other securities. The markets for securities in certain companies may also be in early stages of their development. Even the markets for relatively widely traded securities may not be able to absorb, without price disruptions, a significant increase in trading volume or trades of a size customarily undertaken by institutional investors in the securities markets. Accordingly, such markets may be more susceptible to the adverse effects of events generally affecting the market, and by trades of significant blocks of securities, than is usual for similar securities of more diversified companies. The less liquid the market, the more difficult it may be for portfolio securities to be accurately priced or to be disposed of at the times determined by Selz to be appropriate. The risks associated with reduced liquidity may be particularly acute in situations in which a Fund's operations require cash, such as in order to meet withdrawal requests and to pay its expenses.

### ***Short Selling***

Short selling is part of Selz's investment strategy for the Funds and may be utilized both in situations where Selz believes particular securities to be overvalued or otherwise likely to experience significant price declines, and in transaction-specific or hedging situations, where short selling may be combined with long positions or other investments, which may or may not fully offset the short position. Short selling inherently involves certain additional risks. Selling securities short creates the risk of losing an amount greater than the initial investment in a relatively short period of time and the theoretically unlimited risk of an increase in the market price of the securities sold short. Various costs are involved in maintaining short positions. Since short selling involves the use of borrowed financial instruments which

may become non-borrowable, the short position may have to be terminated at a point in time and at a price not desired by Selz, causing the Fund an undesired gain or loss.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events for ten years following the date of the event that would be material to a Client's evaluation of the Adviser or the integrity of its management. There are no legal or disciplinary events regarding Selz or Bernard Selz to report.

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

Bernard Selz is the Managing Member of Luxor LLC ("Luxor"), the General Partner of one the Funds that Selz manages.

Bernard Selz receives a "referral fee" for having in the past introduced certain investors in one of the Funds he manages. The Fund pays Mr. Selz a portion of the annual fee for the investors introduced by Mr. Selz based on the monthly Net Asset Value of their respective investments in the Fund. Mr. Selz does not currently introduce investors to the Funds on a referral-fee basis.

Selz and related parties receive a reduction in the fees paid as investors in one of the Funds. Mr. Selz serves as a Director to certain Funds which Selz manages and may receive a fee in connection with this role.

Mr. Selz is a registered representative of Gagnon Securities LLC ("Gagnon"), a broker-dealer dually registered with the U. S. Securities and Exchange Commission and the Financial Industry Regulatory Association ("FINRA"). Mr. Selz is an employee of Gagnon.

### **Item 11 – Code of Ethics**

There is always a conflict of interest when an Adviser permits personal trading by its employees. Employees could take advantage of their positions with Selz and the knowledge they have about Client accounts to trade the same securities at more favorable terms than the Client or participate in certain investments which may be limited in availability and are suitable for a Client account.

Selz's Code of Ethics ("COE") has been adopted and is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act"). An investment adviser's COE and related policies and procedures represent a strong internal control with supervisory reviews to detect and prevent possible insider trading, conflicts of interest and potential regulatory violations. Selz believes its COE including its requirements concerning personal trading and the requirement that Clients' interests are always put ahead of those of Selz or its employees helps to control the risk associated with these potential conflicts of interest.

The COE is based upon the principal that Selz and its access persons owe a fiduciary duty to Selz's Clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of Clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

- All access persons must agree to abide by Selz's Code of Ethics and insider trading policies and procedures. Selz has adopted a gift and entertainment policy which generally prohibits the giving and receipt of gifts greater than a *de minimis* value,
- Selz requires all access persons to submit quarterly transaction and annual holdings reports for each personal account.
- Pre-Clearance is required of all access person for participation in IPOs and Private or Limited Offerings.

Selz will provide a copy of the COE to any Client or prospective client upon request. To obtain a copy of Selz's COE, please contact Sandra A. Jerro, CCO, at (212) 554-5036 or by email at [sjerro@gagnonsec.com](mailto:sjerro@gagnonsec.com).

## **Item 12 – Brokerage Practices**

### **Directed Brokerage**

All of Selz's Client accounts are discretionary accounts. Clients may direct Selz to use a particular broker-dealer under various circumstances, including where a Client has a pre-existing relationship with the broker. Selz will advise Clients if a Client's directed broker does not provide competitive and quality services and also that Selz cannot ensure best execution when directed to a specific broker.

### **Best Execution**

As an investment advisory firm, Selz has a fiduciary and fundamental duty to seek best execution for Client transactions.

In executing non-directed brokerage transactions, Selz, as a matter of policy and practice, seeks to obtain best execution for Client transactions, i.e., seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances.

Fund and SMA trades are primarily executed by Gagnon. The firms to which Gagnon routes orders comply with the SEC's Order Handling Rules, and afford customers' orders best execution and/or price improvement opportunities. Bernard Selz serves as a registered representative of Gagnon and, as such, receives as compensation a portion of the commission received by Gagnon.

### **Selz Brokerage Commissions**

Selz has an arrangement with Gagnon in which Selz utilizes brokerage account commissions earned by Mr. Selz through Gagnon from its Clients, as well as other, non-advisory brokerage accounts managed by Bernard Selz, to pay facilities and for various administrative services. The brokerage commissions arrangement is disclosed in both SMA investment advisory agreements and Fund offering documents and prospectuses.

### **Soft Dollars**

Selz may from time to time engage in soft dollar arrangements that fall within the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 as amended ("Securities Exchange Act")

Section 28(e) of the Securities Exchange Act is a "safe harbor" that permits an investment manager to use Commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate

assistance in the investment decision-making process. It is Selz' policy to only use "soft dollars" to obtain research and brokerage services that constitute research and brokerage within the meaning of Section 28(e). Research services 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 to those services (i.e., connectivity services between an investment manager 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.

### **Trade Aggregation**

The aggregation of Client transactions allows an adviser to execute transactions in a timely, equitable, and efficient manner and seeks to reduce overall commission charges to Clients.

Selz's policy is to aggregate Client transactions where possible and when advantageous to Clients. In these instances Clients participating in any aggregated transactions will receive an average share price, and transaction costs will be shared equally on a pro-rata basis.

### **Trade Allocation**

As a matter of policy, an adviser's allocation procedures must be fair and equitable to all Clients with no particular group or Client(s) being favored or disfavored over any other clients.

Selz's policy prohibits any allocation of trades in a manner that would favor Selz's non-client brokerage accounts, affiliated accounts, or any particular Client(s) or group of Clients to receive more favorable treatment than other client accounts.

### **Trade Errors**

As a fiduciary, Selz has the responsibility to effect orders correctly, promptly and in the best interests of Clients. In the event any error occurs in the handling of any Client transactions due to Selz's actions or inaction or actions of others, Selz's policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting Selz in any way.

## **Item 13 – Review of Accounts**

### **Regular Reports Provided to Clients**

Bernard Selz, sole Managing Member of Selz, conducts on-going daily portfolio reviews.

Performance returns are calculated by the respective Fund administrators and provided monthly on the respective Fund websites (where available) or upon request. Bernard Selz provides a quarterly written commentary to investors including a general review of the quarter's performance and an overview of his current investment strategy.

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

As disclosed in Item 10 above, Mr. Selz receives a referral fee for investors he introduced in the past to one of the Funds managed by Selz. Mr. Selz does not currently introduce investors in the Funds on a referral-fee basis. Selz, as a matter policy and practice, does not compensate third persons, i.e., individuals or entities, for the referral of advisory clients to the firm.

#### **Item 15 – Custody**

Through Luxor LLC ("Luxor"), the General Partner to a Fund Selz manages, Selz indirectly has custody of funds and securities for that particular Fund. Selz and its affiliated general partner do not have actual physical custody of any that Fund's assets; rather, all such assets are held in the name of the Fund by an independent qualified custodian.

Selz only has custody of the Fund for which Luxor serves the General Partner. Selz does not have custody of any other Fund it manages.

SMAs receive monthly statements from the broker dealer, bank or other qualified custodian that holds and maintains the Client's investment assets.

Investors in the Funds receive or have access to audited financial statements within 120 days from fiscal-year end prepared by the respective Fund auditors, all of whom are independent public accounting firms registered and inspected by the Public Company Accounting Oversight Board.

#### **Item 16 – Investment Discretion**

Selz has full discretionary authority for its Clients.

SMAs have the opportunity to place reasonable restriction on the types of investments made on their behalf. In this regard, Selz may accept Clients that request restriction on investing with respect to certain types of securities. Investors in the Funds are not Clients of Selz (the Funds are such Clients) and, consequently, they do not have the ability to direct the investments of the Funds.

#### **Item 17 – Voting Client Securities**

The act of managing assets for Clients may include the voting of proxies related to such managed assets.

Where the power to vote in person or by proxy has been delegated, directly or indirectly, to Selz, Selz has the fiduciary responsibility for (a) voting in a manner that is in the best interests of the Client, and (b) properly dealing with potential conflicts of interest arising from proxy proposals being voted upon.

In the absence of specific voting guidelines from a Client, Selz will vote proxies in a manner that is in the best interest of the Client, which may result in different voting results for proxies for the same issuer. Selz shall consider only those factors that relate to the Client's investment or dictated by the Client's written

instructions, including how its vote will economically impact and affect the value of the Client's investment, keeping in mind that, after conducting an appropriate analysis, not voting at all on a presented proposal may be in the best interest of the Client.

In voting on each and every issue, Selz shall vote in a prudent and timely fashion and only after a careful evaluation of the issue(s) presented on the ballot.

In exercising its voting discretion, Selz and its employees shall avoid any direct or indirect conflict of interest raised by such voting decision. Selz will provide adequate disclosure to Clients if any substantive aspect or foreseeable result of the subject matter to be voted upon raises an actual or potential conflict of interest to Selz or any affiliate of Selz.

Selz's Proxy Voting Policies and Procedures ("Proxy Guidelines") are available upon request. In addition, Clients may request their proxy voting history. To obtain a copy this information, please contact Sandra A. Jerro, CCO, at (212) 554-5036 or by email at [sjerro@gagnonsec.com](mailto:sjerro@gagnonsec.com).

#### **Item 18 – Financial Information**

A registered investment adviser is required to provide Clients with certain financial information or disclosures about its financial condition. Selz 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.