

Item 1: Cover Page

ERGOTELES LLC

February 2013

This Brochure provides information about the qualifications and business practices of Ergoteles LLC. If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer Michael Bos at 250 Park Avenue, 7th Floor ("CCO"). Additional information about Ergoteles LLC can be found on the SEC's website at www.adviserinfo.sec.gov. 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.

Registration as an investment adviser does not imply that Ergoteles LLC or any of our principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Item 2: Material Changes

There are no material changes to report to this Brochure since our SEC Initial registration filing in August of 2012.

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Item 4: Advisory Business

Ergoteles LLC (“Ergoteles”, “Ergoteles LLC”, “we”, “us”, “our” or the “Firm”), is a Delaware Limited Liability Company founded in 2012. The managing members of the Firm are Michael Bos, Mark Mancini and Amit Manwani.

Ergoteles currently provides discretionary investment management services to an institutional client through a separately managed account arrangement (the “Client Account”). In the future we may advise additional client accounts or private pooled investment vehicles.

The Client Account is managed in accordance with the investment objectives, strategies, restrictions and guidelines, if any, set forth in the investment management agreement with the Client Account. Primarily we invest in global equity and equity derivative (e.g., futures, options, swaps) securities. From time to time we may hold non-equity securities (e.g., foreign exchange, preferred stock and bonds) for hedging or investment purposes.

As of December 31, 2012, the Firm had approximately \$150,000,000 in regulatory assets under management all of which is managed on a discretionary basis.

Item 5: Fees and Compensation

The Client Account pays us a monthly fixed fee to cover our general operating expenses. We are also entitled to receive performance-based compensation which is calculated by the Client Account’s administrator (and approved by its general partner) based on a percentage of the net capital appreciation as of the end of each calendar year.

The Client Account bears investment expenses (e.g. brokerage commissions and fees), fund administration, audit and tax preparation, and other related costs and expenses.

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

Ergoteles is entitled to receive performance-based compensation which is calculated based on the Client Account’s net appreciation as of each calendar year end. Pursuant to Rule 205-3 Investment Advisers Act of 1940 (the “Advisers Act”), any client account that pays a performance fee must be a “Qualified Client.”

The calculation of performance-based compensation includes realized and unrealized capital gains and losses, and may be subject to a hurdle or high water mark.

In our sole discretion, we may waive all or any portion of the performance fee with respect to the Client Account. A performance based fee arrangement may create an incentive for us to recommend investments which may be riskier or more speculative than those which might be recommended under a different fee arrangement.

We currently have one client and therefore do not have any conflicts related to side-by-side management of accounts with differing performance fee arrangements.

Item 7: Types of Clients

As discussed in Item 4, we provide investment management services to an institutional client. In the future we may offer our services to other client accounts and/or private pooled investment vehicles.

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

Ergoteles uses primarily quantitative methods in managing the Client Account. Ergoteles attempts to select generally diversified, risk-managed portfolios, which will outperform the risk-free rate. However, at any given moment, non-diversified positions may have a material effect on the portfolio risk, diversified positions may be correlated, some of the positions may not be computer driven, and the portfolios may have exposure to market or other risk factors.

Ergoteles makes investments on behalf of the Client Account primarily in equities and equity derivatives, but may also invest in other types of instruments. As part of its investment strategies, Ergoteles utilizes leverage and engages in frequent transactions. Frequent transactions result in a higher level of commissions and transaction costs than a strategy that uses less frequent transactions.

The inputs for Ergoteles's trading models are generally in the public domain. Therefore, Ergoteles attempts to develop models that are superior to its competition with the goal of generating superior-to-market returns. There is a risk that these models may fail to perform as expected.

The methods used by Ergoteles may include statistical forecast generation, trend following, mean reversion, fundamental based analysis, relative value or arbitrage oriented methods, as well as other methods.

Risk of Loss

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions) and the loss of future earnings. Although we strive to manage risk, we can provide no guarantee that our efforts will be successful. Set forth below is a non-exhaustive list of such risk factors.

Past performance is not necessarily indicative of future results.

Strategies utilizing models apply recurring processes in the selection and execution of transactions. For this reason, as well as others, model-driven trading in general may fare poorly under unusual market conditions. Based on our judgment, we may attempt to adjust or override our models to account for unusual market conditions, however, our attempts to adjust or override models may not be effective.

Clients should be aware that many factors affect the value of their investments and investment performance and should consider the risks, including the risks set forth below, although the following does not purport to be a complete explanation of all of the risks involved in Ergoteles's investment strategies.

Correlation Risk / Liquidity Events. Ergoteles strategies may be, or may become correlated with quantitative strategies being executed by other investment managers. There is a risk that if such other

quantitative strategies were to de-leverage and reduce positions, Ergoteles's clients may realize, or suffer mark-to-market losses.

Illiquidity. Ergoteles may take large positions that may be difficult to divest. There is a risk that Ergoteles may have to liquidate a large portion of the portfolio it manages, but the illiquid positions may be too large to divest of quickly, especially under adverse market conditions, which could result in significant losses to its clients.

Short Selling. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the portfolios Ergoteles manages on behalf of its clients. A short sale of a security involves the risk of unlimited loss from an unlimited increase in the market price of the security which could result in an inability to cover the short position. In addition, there can be no assurance that securities necessary to cover a short position will be available for purchase. The holder of a short position may be forced to buy-in and purchase the underlying security. Forced buy-ins may occur without notice and during unfavorable market conditions during which the buy-in price is higher than the fair market value of the security at the time of buy-in.

Leverage. Leverage magnifies risk. Fluctuations in the market value of financial instruments are magnified by the use of leverage. While the use of leverage may increase profits, it also generally would increase the adverse impact of a decline in portfolios. In addition to the magnification of losses from the use of leverage, there is a risk that growing losses in a leveraged portfolio would cause Ergoteles to reduce certain positions or even liquidate large positions, which could result in significant realized losses, especially under adverse market conditions.

Futures and Options. Trading in futures and options involves significant risks including price volatility and illiquidity and is a highly leveraged activity which may cause the portfolios managed by Ergoteles on behalf of its clients to incur large gains or losses over a short period of time. For example, the seller of an uncovered call option assumes the risk of an unlimited increase in the market price of the underlying investment above the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price and may lose many times its initial investment. The buyer of an option assumes the risk of losing its entire investment.

Use of Derivatives. Ergoteles may make extensive use of derivatives, both for hedging and as an investment on behalf of its clients. Trading in derivatives involves specialized and substantial risks that may exceed those involved in securities trading and may cause the portfolios managed by Ergoteles on behalf of its clients to incur large gains or losses over a short period of time. In some derivative dealings, the portfolios Ergoteles manages may enter into agreements with counterparties that permit termination by the counterparty of the derivatives transactions covered by the agreement upon the occurrence of certain events. Some of these events are based on unfavorable business circumstances of the portfolios Ergoteles manages such as losses or withdrawals of capital which can increase the losses to the portfolios Ergoteles manages.

Foreign Investments. Ergoteles's strategy may include investing in all types of foreign securities and instruments, including, without limitation, instruments denominated in foreign currencies, dollar denominated instruments based on foreign instruments, instruments traded outside of the United States, foreign currencies, and foreign currency futures, forwards, and options. These investments involve certain risks not typically associated with investing in U.S. securities or property. These risks include, but are not limited to, unfavorable currency exchange rate developments, transaction costs

significantly greater than for similar domestic investments, nationalization, title or settlement problems, devaluation, war, restrictions on repatriation of investment income and capital, imposition of exchange control regulation, United States and confiscatory foreign taxation, and economic or political instability. In addition, certain foreign companies may not be subject to accounting and financial reporting standards comparable to those of U.S. companies, and for certain foreign companies there may be less publicly available information than for comparable U.S. companies.

Exchange Rate Fluctuations; Currency Considerations. Ergoteles may invest on behalf of its clients in securities and other instruments denominated in various currencies and in other financial instruments, the price of which is determined with reference to such currencies. To the extent unhedged, the value of positions in these investments will fluctuate with the exchange rates of the currencies in which the investments are denominated or to which they are referenced, 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 one of these currencies compared to the other currencies in which portfolios managed by Ergoteles make investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of the investments by the portfolios managed by Ergoteles in their local markets and may result in a loss to Ergoteles's clients. Furthermore, clients may incur costs in connection with conversions between various currencies.

Although Ergoteles believes the foregoing are the most significant risks associated with its investment strategies and the complexity of Ergoteles's models makes it more likely that there are risks Ergoteles is unaware of than would be the case for a simpler strategy.

Performance Based Fee: As described in Item 5, we charge a performance based fee to the Client Account. A performance based fee arrangement may create an incentive for Ergoteles to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Item 9: Disciplinary Information

Neither Ergoteles nor any of our management personnel are subject to or have in the past been subject to any criminal or civil action in any domestic or foreign court, and neither Ergoteles nor any of our management personnel have been subject to any administrative proceedings before the SEC or any other state, federal or foreign financial regulatory authority.

Item 10: Other Financial Industry Activities and Affiliations

Neither Ergoteles nor any of our employees have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

Item 11: Code of Ethics, Participation and Employee Investment Policy

Code of Ethics and Employee Investment Policy: Pursuant to Rule 204A-1 of the Advisers Act, we have adopted a Code of Ethics and Employee Investment Policy that establishes various procedures with respect to investment transactions in accounts in which employees of Ergoteles or related persons (such as members of their immediate household) have a beneficial interest or accounts over which an employee has investment discretion.

The foundation of the Code of Ethics is based on the underlying principles that:

- Employees must at all times place the interests of the clients first;
- Employees must make sure that all personal securities transactions are conducted consistent with the Code of Ethics; and
- Employees should not take inappropriate advantage of their position at Ergoteles.

All employees are subject to our Code of Ethics and are required to certify their adherence to the Code of Ethics and Employee Investment Policy.

Employees must also obtain pre-approval from the CCO before engaging in any outside business activities or private placements.

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

Ergoteles's Code of Ethics and Employee Investment Policy are available to clients upon request.

Privacy Policy: We are committed to maintaining the confidentiality, integrity and security of our client's personal information. It is our policy to collect only information necessary or relevant to perform our obligations to our clients and use only legitimate means to collect such information.

We do not disclose any non-public personal information about our clients or former clients to anyone except for servicing and processing transactions and as required by law. We restrict access to non-public personal information about our clients to those employees with a legitimate business need for the information. Ergoteles maintains security practices, physical, electronic, and procedural safeguards to guard Investor's non-public personal information.

Item 12: Brokerage Practices

We have discretionary authority to manage the Client Account including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and the commissions paid. Our authority is governed by the terms of the investment management agreement with the Client Account.

Best Execution: Best execution has a direct impact on profitability and is handled in the overall context of the investment process. Execution costs are monitored in a number of ways as a critical factor in achieving success for Ergoteles's trading program. While commission costs are very important, execution capability and overall capability to add value generally are more important. In addition, quality of service, financial stability, and reputation are all considered.

Principal Trading: We do not engage in any principal transactions.

Soft Dollars: As of the date of this brochure, Ergoteles has not entered into any formal soft dollar arrangements, but may receive research reports from brokers. Pursuant to our investment management agreement with the Client Account we may consider, in selecting a broker/dealer the value of research services or products that a broker/dealer provides to us. Because many of those research services could benefit through a reduction in expenses we would otherwise be obligated to pay directly, we may have

a conflict of interest in allocating a client's brokerage business. In the event we do enter into any formal soft dollar arrangements, products and services received will be of the type contemplated by Section 28(e) of the US Securities Exchange Act of 1934.

The types of research we may receive include: reports or other information about particular companies or industries, economic surveys and analyses; recommendations as to specific securities, financial publications, portfolio evaluation services; financial database software and services, computerized news, pricing and order-entry services; and other products or services that may enhance our investment decision-making.

Aggregation of Orders and Allocation Policy: We currently have one client. In the event we obtain additional clients we will implement appropriate policies and procedures to address the aggregation and allocation of transactions.

Trade Errors

As a fiduciary, we have the responsibility to effect orders correctly, promptly and in the best interests of the Client Account. In the event any error occurs in the handling of any transactions, due to Ergoteles's actions, or inaction, or actions of others, our policy is to assess each trade error on a case-by-case basis.

Item 13: Review of Accounts

The Client Account portfolio is reviewed on a continual basis by us to assure conformity with investment objectives and guidelines. We engage in active management for the Client Account and, accordingly, review our transactions, positions and cash balances on a daily basis.

Item 14: Client Referrals

We do not currently utilize any third party marketers or solicitors.

Item 15: Custody

We do not provide custodial services to the Client Account. The Client Account maintains the discretion to select and utilize one or more custodians of its choice.

Item 16: Investment Discretion

We generally have discretionary authority to determine, without obtaining specific consent, securities to be bought or sold, the amount of securities to be bought or sold, broker-dealer to be used and the commission rates paid.

Item 17: Voting Client Securities

As a general practice, we do not intend to vote proxies but will make such decision on a case-by-case basis. Prior to voting a proxy, we will make a determination, in our opinion, as to what vote if any, is in the best interest of the Client Account. We maintain a written record of each proxy vote on each occasion a proxy is voted.

Upon request, we will provide clients with a copy of our proxy voting policies and procedures and/or a record of all proxy votes cast on behalf of that client.

Item 18: Financial Information

Ergoteles 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.