

TABERNASH CAPITAL MANAGEMENT, LLC

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Date of Brochure: July 11, 2013

Form ADV, Part 2; our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 or similar state statutes or rules is a very important document between Clients (you, your) and Tabernash Capital Management, LLC (us, we, our). This Brochure provides information about our qualifications and business practices.

This brochure provides information about the qualifications and business practices of Tabernash Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (303) 847-3655. 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 Tabernash Capital Management, LLC also is available at the SEC’s website www.adviserinfo.sec.gov (click on the link, select “investment adviser firm” and type in our firm name or our CRD number, which is 168474). Results will provide you both Part 1 and 2 of our Form ADV.

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

1. This is our initial filing of our Form ADV. In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.
2. We may, at any time, update this Brochure. If we make any material changes to our Brochure, we will send you a copy (either by electronic means (email) or in hard copy form).
3. If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer, Diana Gibson, at (303) 847-3655 or dgibson@tabernashcap.com.

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Item 4 – Advisory Business

Description of Advisory Services:

We organized our company with the State of Colorado on March 24, 2011 and filed our ADV to become registered as an investment adviser with the Securities and Exchange Commission July, 2013. Our principal owner is Diana Gibson. We currently have no assets under management. Any assets that we may manage in the future will be managed on a non-discretionary basis.

We plan to offer investment consulting services across all asset classes to family offices, including the selection of other advisers and fund managers. Our investment consulting services will generally follow a traditional endowment model of investing. All of our services will be tailored to the individual needs of our clients based on information provided to us by our clients regarding their financial needs and objectives. Each client will be free to impose restrictions on investing in certain securities or types of securities.

We will offer our services to family offices with a total net worth of \$25 million or more. Fees will be negotiated on a case by case basis and will include options of a flat consulting fee, hourly fees and a percentage of assets under management.

Our consulting services will take into consideration many different aspects of your financial situation. We will work with your other professional advisers to provide a comprehensive financial strategy tailored to your needs and objectives. We will meet with you and your other advisers in person, as needed. We will typically review your portfolio monthly and will provide periodic reports to you and, if requested, your other advisers, on a customized basis. These reports will include information you request, including, for example, a consolidated schedule of accounts opened or investment advisers hired.

Description of Other Services:

Diana Gibson also provides administrative services to family offices, including assisting with tax preparation in conjunction with certified public accountants, implementing estate planning recommendation in conjunction with estate planning counsel, and recordkeeping relating to private equity investments.

Item 5 – Fees and Compensation

Fee Schedule

As indicated in our written agreement, we will provide investment consulting services to our clients either at an hourly rate of \$400 per hour, for a fixed fee to be quoted based on the individual needs of each client, or for a percentage of the assets for which we provide investment consulting services. You may terminate this agreement without penalty within five days of entering into it. We will provide an invoice for our fees as described below.

You are free to obtain brokerage, custodian, legal and other services needed to implement our recommendations from any professional source you choose.

Fee Payment Options

We will bill you for our services in arrears on either a monthly or quarterly basis, at your option. Our invoices are due upon receipt unless otherwise agreed in writing. In the event that either party terminates our agreement, you will incur charges for all services rendered up to the effective date of the termination. Refunds of any pre-paid fees will be given on a pro rata basis.

We do not have any person associated with us who receives (directly or indirectly) any compensation from the sale of securities or investments that are purchased or sold for your account. As a result, we are a “fee only” investment adviser.

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

We will not charge fees on a share of the capital appreciation of the assets for which we provide investment consulting services (so-called performance based fees). Our fee compensation will be charged only as disclosed above in Item 5, Fees and Compensation.

Item 7 – Types of Clients

We will provide our services to family offices with a net worth of \$25 million or more.

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

When providing investment consulting services to our clients, we utilize a traditional endowment model of investing. The endowment model generally divides a portfolio into five or six roughly equal parts and invests each in a different asset class. Central to this model is broad diversification and an equity orientation, avoiding asset classes with low expected returns. The endowment model is characterized by relatively heavy exposure to asset classes such as private equity compared to more traditional portfolios. This may result in less liquidity than a traditional stock and bond portfolio allocation.

We may also select other advisers and fund managers to implement our recommended allocations.

All recommendations provided by us are based on our professional experience and judgment. We cannot guarantee the results of any of our recommendations. Investing in securities involves risk of loss and clients should be prepared to bear investment losses.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a client/adviser relationship, or to continue a client/adviser relationship with us.

This statement applies to our firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliations

Diana Gibson is also registered as an investment adviser representative with Vandever Investments, Inc. Vandever Investments, Inc. provides investment management services to Vandever Partners, L.P., a privately offered investment pool, commonly referred to as a fund of hedge funds. Ms. Gibson provides mainly administrative and research-related support to Vandever Investments, Inc. and the owner’s family office. Her relationship with this firm will not create any conflicts of interest with our clients.

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

We have adopted a Code of Ethics that governs a number of conflicts of interest we have when providing our advisory services to you. This Code of Ethics is designed to ensure we meet our fiduciary obligation to you, our Client (or Prospective Client) and to create culture of compliance within our firm.

An additional benefit of our Code is to detect and prevent violations of securities laws, including our obligations we owe to you.

Our Code is comprehensive, is distributed to each employee at the time of hire, and annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.

Our Code includes the following:

- Our fiduciary duty to you
- Requirements related to the confidentiality of your information;
- Prohibitions on:
 - Insider trading (if we are in possession of material, non-public information);
 - Engaging in certain transactions
 - The acceptance of gifts and entertainment that exceed our policy standards;
- Reporting of gifts and business entertainment;
- Pre-clearance of employee and firm transactions;
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call “reportable securities” as mandated by regulation); and,
- On an annual basis, we require all employees to re-certify receipt of our Code, submit a complete report of securities holdings and on a monthly basis to submit copies of all statements reflecting personal securities transactions in reportable securities.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Part 2; attn.: Chief Compliance Officer.

Ms. Gibson and her family members may own securities that are also recommended to her clients.

Item 12 – Brokerage Practices

We will not recommend broker-dealers for specific client transactions. Each client will select the broker-dealer through which we will buy and sell securities. Clients will also select the custodians who will hold the assets in each portfolio.

We do not receive research or other products or services (“soft dollar benefits”) from any broker-dealer or other third party.

We do not receive client referrals from the broker-dealers that we work with in exchange for using their services.

Item 13 – Review of Accounts

We will review client accounts on a monthly basis and will provide customized periodic reports to each client based on our reviews as requested. You will also receive confirmations and account statements directly from broker-dealers and custodians.

Item 14 – Client Referrals and Other Compensation

We do not receive any compensation or other economic benefit from a third party for providing investment advice or products to you. We do not enter into solicitation agreements with individuals to refer potential clients to us.

Item 15 – Custody

We do not maintain custody of client funds.

Item 16 – Investment Discretion

We do not have investment discretion over any client account.

Item 17 – Voting *Client* Securities (i.e., Proxy Voting)

We do not have authority to vote client securities. You will receive proxy voting material directly from the brokerage firm carrying your account. You are responsible for voting all proxies.

Item 18 – Financial Information

We do not require or solicit prepayment of more than \$500 in fees per client six months or more in advance. We also do not have custody of client funds or securities.