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This Brochure provides information about the qualifications and business practices of MST Capital Pty Ltd ("MST Capital"). If you have any questions about the contents of this Brochure, please contact MST Capital at info@mstcapital.com or by phone on +61 2 8258 8888.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration of an investment adviser does not imply that MST Capital or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about MST Capital is also available on the SEC's website at www.adviserinfo.sec.gov



ITEM 2: MATERIAL CHANGES

This section does not apply to MST Capital since it is a first time SEC Investment Adviser Registrant and this is its initial ADV 2A.



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ITEM 4 – ADVISORY BUSINESS

MST Capital is a licensed and registered entity in Australia and was issued an Australian Financial Services License by the Australian Securities & Investment Commission on 5th July 2012 (AFSL No. 421241).

MST Capital has filed an exemption under 4.13(a)(3) from registration with the CFTC as a commodity pool operator and has filed an exemption under 4.14(a)(8) from registration as a commodity trading adviser.

MST Capital offers investment advisory services to a range of institutional clients and high net worth investors domiciled in Australia and other non-US jurisdictions. MST Capital will also offer investment advisory services to US institutional and high net worth investors.

MST Capital's principal owners are Gerard Satur, Mark Levinson and Jeremy Hooper.

Types of Advisory Services

MST provided discretionary investment advisory services to the following privately pooled investment vehicles:

- MST Global Master Fund (Cayman master fund)
- MST Global Offshore Fund (Cayman feeder fund)
- MST Global Fund (Australian unit trust)
- Baruch Global Macro Fund (Managed Account)

which are collectively referred to as the "Funds" and separately as the "Cayman Funds" and the "MST AU Fund". MST Capital also provides investment advisory services to clients through separately managed account structures. Currently, MST Capital provides services to a managed account that is an Australian unit trust established by a third party, of which MST Capital is appointed as investment adviser.

MST Capital provides advice to the Funds based on their specific investment objectives and strategies. MST Capital does not tailor advisory services to the individual needs of investors in the Funds (the "Investors"). The Investors therefore may not impose restrictions on investing in certain securities or types of securities investment or the advisory services and management services. The MST AU Fund invests into the Cayman Funds.

The Investors in the Cayman feeder fund are non-Australian and non-US taxable investors. The Investors that invest directly into the Cayman master fund are US taxable investors.

The Investors in the MST AU Fund and the managed account are Australian investors.



1. Discretionary Advisory Services

Within the US, MST Capital offers investment advisory services to institutional and high net worth investors through separate accounts and the Funds. MST Capital provides investment advisory services with respect to global securities, utilising a global macro strategic trading strategy.

MST Capital's portfolio managers are responsible for implementing the investment strategy for all advisory accounts. This includes:

- a. the identification and selection of specific securities to be bought or sold with regard to the investment objectives of the account and any account limitations or restrictions;
- b. the quantity of those securities bought or sold and the execution method;
- c. the timing of the purchase and sale decision; and
- d. the broker through whom those securities are bought or sold, with regard given to any account limitations or restrictions.

MST Capital does not provide custodial services to clients. A third party custodian is appointed and MST Capital has authority to communicate with, and provide instructions to, the custodian.

2. Non-Discretionary Advisory Services

MST Capital does not provide non-discretionary advice to clients.

Investment Restrictions

MST Capital possesses discretionary portfolio management authority over the Funds with respect to asset allocations and direct investments as per the advisory agreements and offering documents in place.

Prior to assuming full discretion in managing a client's separately managed account assets, the MST Capital enters into an investment management agreement or other agreement that sets forth the scope of discretion.

MST Capital has the authority to determine:

- a. 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 written investment guidelines); and
- b. the amount of securities to be purchased or sold for the client account.

Assets Under Management

As of 30 September 2013, MST Capital managed USD 156,156,658 million on a discretionary basis. As of 30 September 2013, MST Capital does not manage any money on a non-discretionary basis.



ITEM 5 – FEES AND COMPENSATION

MST Capital's fees are generally charged as a percentage of assets under management; however performance-based fees may also be negotiated with clients. Fees charged by MST Capital may be negotiable based on a number of factors including, but not limited to, account type (e.g. separate account), existing relationship, complexity of client requirements, account size, or other special circumstances. As fees and minimum account sizes are subject to negotiation, clients that are similar in size and have similar objectives may have different fee rates.

The typical management fee schedule for MST Capital's Funds and managed accounts is one twelfth of 1.75% of the Net Asset Value of the relevant portfolio, paid monthly in arrears.

Minimum subscription amounts apply with respect to the Funds and any separately managed account; however MST Capital may accept subscriptions below these prescribed levels, at its discretion.

The specific manner in which fees are charged by MST Capital is established in a client's written agreement with MST Capital or Fund offering document. MST Capital will generally invoice its management fees on a monthly basis in arrears and its performance fees annually in arrears.

Clients of separately managed accounts will be invoiced directly for fees and fees for Funds will be deducted from the Fund accounts.

Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar month (subject to minimum contribution and withdrawal amounts). Accounts initiated or terminated prior to the end of a fee calculation period will be charged a prorated fee.

MST Capital's fees are exclusive of brokerage commissions, transaction, custody, taxes and other related costs and expenses which shall be incurred by the client. For more information on brokerage and other transaction costs, please refer to Item 12.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

In some cases, MST Capital may enter into performance fee arrangements with qualified clients and such arrangements are subject to individualized negotiation with each client. MST Capital will structure any such performance fee arrangements to comply with the Investment Advisors Act of 1940.

The Funds and the managed account operate on a pari pasu basis and high level reviews are in place which ensures no favoritism occurs in one client account over any other.



ITEM 7 – TYPES OF CLIENTS

MST Capital provides advice to the Funds and the Managed Account.

MST Capital intends to provide advisory services to high net worth individuals, pension plans / superannuation funds, sovereign funds and other entities.

MST Capital generally requires a minimum account size of USD \$20 million to establish an institutional separately managed account. Investors below this level will typically be required to invest in the Master Fund.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The investment strategy of MST Capital is to generate consistent risk-adjusted returns. MST Capital will aim to achieve this objective over market cycles by employing primarily a global macro trading strategy with an Asia-Pacific bias investing across asset classes.

Investment Strategy

MST Capital will seek to achieve its investment objective through a combination of research-driven “top-down” macro themes and applying “bottom-up” asset class expertise to construct a tightly risk-managed portfolio exposure. This portfolio exposure will include investments across equities, credit, FX, rates and commodities.

- *Top-down:* MST Capital assesses key macro signals (economic, demographic, political, and regulatory) with the aim of identifying and capturing trading opportunities across global markets. The highest conviction macro views will be expressed in the Chief Investment Officer’s (“CIO”) book and at least one of the asset class portfolios.
- *Bottom-up:* the investment team has considerable expertise across asset classes. The portfolio managers’ (“PMs”) respective responsibilities are in line with their particular area of past experience. The PMs are given scope to look for opportunities within their asset class portfolios. This works in tandem with our overall macro investment process.

There are three key stages to the investment process:

- *Idea generation/research insight:* proprietary information, private information and public information are utilized to identify key macro signals.
- *Trade selection:* where risk/return payoff is considered best, macro themes will be expressed. MST Capital looks for perceived market mispricing and valuation anomalies. Opportunities include directional (beta) and relative value and the portfolio exposure will consist of both short-term opportunistic trading and medium to longer term trades,



depending on market conditions. Trade timing and entry levels are carefully determined.

- *Risk management:* this is inherent in the trade selection and trade management process. However, additional stop-loss levels are defined and are used as a key tool for managing risk on material trades. MST Capital adheres to in-house guidelines that include strict rules per portfolio and at the overall portfolio level.

Investment Guidelines

MST Capital will maintain diversified portfolio exposures so as to spread the investment risk.

MST Capital will not invest in real property.

MST Capital will adhere to the principle of risk diversification when trading derivatives and money market instruments.

MST Capital also applies a range of investment guidelines including trade thematic limits, strategy exposure limits, asset class exposure limits, portfolio level concentration limits and leverage limits.

Investment Team

The CIO and the PMs work closely together in order to provide support to each other and help to generate ideas not only within their own sub-portfolio, but also in the various other sub-portfolios, as activity and trends within various asset classes can often impact on others and / or provide some transparency on trends in the market.

MST Capital's investment team generally meet twice weekly to allow in depth discussion and debate of all of their global thematic views and to decide which portfolio the idea/s can best be expressed in.

Portfolio Construction

The portfolio trades actively in all Asia Pacific markets (including Hong Kong, China, Singapore, Japan, India, and Australia). Trading in developed G10 markets is focused on foreign exchange, rates, credit index and sovereign credit default swaps and equity futures and options. The portfolio trades only rarely within other emerging markets. All products traded must be liquid.

Risks

The MST Capital investment strategy involves risk, including the risk that the value of the investment could fall or be entirely lost or that income from investments is lower than may be expected or not paid at all. In addition to the risk of loss, the following material risks apply to the MST Capital strategies:

1. *Market Risk.* The investments of an MST Capital strategy are subject to market risk, which may cause the value of a strategy's investments to



fluctuate. This may be a result of factors such as economic conditions, government regulations, market sentiment, local and international political events, environmental and technological issues.

2. *Securities Risk.* Common stocks and other securities held by an MST Capital strategy will fluctuate in value based on the earnings of the company and on general industry and market conditions, leading to fluctuations in the portfolio value of an MST Capital strategy.
3. *Currency Risk.* As part of its trading strategy MST Capital takes intentional exposure to movements in foreign currency exchange rates. However, portfolio value as measured in U.S. dollars may be affected unfavorably by changes in those foreign currency exchange rates. The MST Capital strategy may also incur costs in connection with conversions between various currencies.
4. *Leverage* MST Capital may leverage its capital because it is believed that the use of leverage may enable the portfolio to achieve a higher rate of return. Accordingly, MST Capital may pledge securities in order to borrow additional funds for investment purposes. MST Capital may also leverage the investment return with short sales.
5. *Liquidity* Under certain conditions liquidity of a particular market or security may be restricted, thus affecting performance. Lack of liquidity or market depth can affect the valuation of the portfolio's assets as it looks to realize securities at quoted prices.
6. *Over-the-Counter Trading* – Derivative instruments that may be purchased or sold by the portfolio may include instruments not traded on an exchange. The risk of non-performance by the obligor on such an instrument may be greater and the ease with which the portfolio can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange traded instrument. In addition, significant disparities may exist between “bid” and “ask” prices for derivative instruments that are not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation as exchange traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions.
7. *International Investing* – A substantial portion of the trades executed for the portfolio takes place on foreign exchanges. Additional risks of international investing include political or economic instability in the country of issue, the possible introduction of new laws, and the possible imposition of exchange controls or other laws or restrictions.

ITEM 9 – DISCIPLINARY INFORMATION

MST Capital and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of MST Capital, or its directors, officers and employees.



ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

MST Capital, its directors, officers, employees and affiliates are not registered as a broker-dealer, a representative of a broker-dealer, a future commission merchant, a commodity pool operator, or a commodity trading advisor.

MST has filed an exemption under 4.13(a)(3) from registration with the CFTC as a commodity pool operator and has filed an exemption under 4.14(a)(8) from registration as a commodity trading advisor.

MST Capital does not have any material relationships or arrangements with broker-dealers, other investment advisors, futures or commodity merchants or advisors, bank, law or insurance firm or any other type of firm.

MST Capital manages Australian and Cayman Domiciled pooled investment vehicles. Client separately managed accounts are managed within strict constraints to approximately replicate the pooled investment vehicles; however clients' assets in the managed accounts are not invested in the pooled investment vehicles.

Personal investments in securities by MST Capital personnel are subject to MST Capital's Personal Trading Policy.

Item 11 of this brochure includes further information about certain potential conflicts of interest created as a result and how MST Capital addresses such conflicts of interest.

Neither MST nor any of its employees have any relationships or arrangements that pose material conflicts of interest to the business of the MST.

ITEM 11 – CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

MST Capital has adopted a Code of Ethics and Personal Trading Policy which describes its standard of business conduct and fiduciary duty to its clients. MST Capital's Personal Trading Policy governs the personal trading of MST Capital's covered persons.

MST Capital's covered persons are required to report personal securities holdings initially and annually, obtain pre-trade approval, and provide trade confirmations or brokerage statements for all personal security transactions. Supervised persons are required to acknowledge in writing the terms of the Code of Ethics and Personal Trading Policy at least annually, or as otherwise required.

MST Capital's staff personal accounts may trade in the same securities as the Funds and managed accounts. This may present a conflict of interest whereby MST Capital may be competing with clients for the allocation of investment opportunities or divestment of existing investments. MST Capital places the interests of its clients ahead of the interests of MST Capital's affiliated accounts at all times. Trades are allocated on fair and equitable basis, having regard to



the size and liquidity of the order, the particular objectives of a client account and investment capacity.

Clients or prospective clients may request a copy of MST Capital's Code of Ethics and Personal Trading Policy by contacting the Chief Compliance Officer.

ITEM 12 – BROKERAGE PRACTICES

The Securities and Exchange Commission has taken the view that an investment adviser at all times owes a fiduciary duty to its clients to obtain best execution of their transactions. In general, to meet its duty of "best execution" MST Capital must execute transactions so that the total cost or proceeds of each transaction are the most favourable under the circumstances. When a broker-dealer is used, MST Capital may consider the full range of a broker's services, including among others: the value of research and/or brokerage services provided, execution capabilities, commission rates, financial responsibility, administrative resources, and responsiveness. In addition, in seeking best execution, MST Capital may also use a variety of execution methods.

Best execution is determined on a trade-by-trade basis, and should result in the best qualitative execution, not necessarily the best possible commission cost. A key element of the duty of best execution is obtaining the best price at which securities transaction are executed.

MST Capital complies at all times with section 28(e) of the Securities Exchange Act 1934 which provides safe harbors to money managers who use commission dollars of their advised accounts to obtain research and brokerage services.

ITEM 13 – REVIEW OF ACCOUNTS

Separate managed account clients are usually managed within strict constraints to approximately replicate a control portfolio. MST Capital will typically review the control portfolio daily and ensure that all trades have been allocated on a pari pasu basis where appropriate. Some separate accounts have specific client restrictions that apply to their account which may result in their account varying materially from a control portfolio. These accounts are reviewed daily on a pre-trade basis by the operational control team to ensure adherence to the specific client restrictions.

MST Capital's operational control team monitors client accounts on a post-trade basis for compliance with investment guidelines and restrictions. Any transaction errors are rectified promptly. All material breaches are rectified and reported promptly to clients.

The reporting requirements of separate account clients are typically governed by the advisory agreement in place between MST Capital and the client, reporting is typically provided on a monthly basis.



MST Capital has dedicated client reporting personnel that ensure that clients receive the requested written reports within the timeframes required.

The Funds and managed account are reviewed and reconciled on a regular basis to ensure that the structure and positions held are suitable and consistent with MST Capital's objectives and strategies. In addition, MST Capital's operations department also monitor the Funds and managed account to help ensure conformity with investment objectives and guidelines. MST Capital engages in active management and frequent transactions for clients and, accordingly, reviews its transactions, positions and cash balances on a regular basis.

In addition, MST Capital has engaged an independent administrator to prepare monthly unaudited reports reviewing the Funds' and the managed account's performance for the month.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Although MST Capital currently does not do so, it may in the future pay solicitation fees for client referrals. These fees will be paid from MST Capital's revenues and, therefore, client fees will not be increased as a result.

With respect to soliciting US-domiciled prospective clients, any cash referral fee paid to an unaffiliated solicitor will be pursuant to a written agreement between the solicitor and MST Capital. The written agreement will be structured to comply with the Investment Advisers Act of 1940, including a description of the activities the solicitor will perform on behalf of MST Capital, compensation payable and undertakings that the solicitor will provide disclosure documents to prospective clients and perform duties under the agreement in a manner consistent with MST Capital's instructions and the provisions of the Investment Advisers Act of 1940.

ITEM 15 – CUSTODY

The amended and revised Rule 206(4)-2 of the Advisers Act sets forth extensive requirements regarding possession or custody of client funds or securities. The Custody Rule requires advisers that have custody of client securities or funds to implement a set of controls designed to protect those client assets from being lost, misused, misappropriated or subject to the advisers' financial reverses. Advisers with custody of client funds and securities must maintain them with "Qualified Custodians." "Qualified Custodians" under the amended rule include banks and savings associations and registered broker-dealers.

MST Capital is not deemed to have custody of the assets of any managed accounts under the Custody Rule because it does not have the authority to hold, directly or indirectly, funds or securities or have the authority to obtain possession of them. All such advisory assets shall be held by a qualified custodian nominated by the client or with respect to a mutual fund, appointed by the mutual fund. Qualified custodians include registered broker-dealers, bank



and savings institutions, futures and commission merchants and foreign financial institutions that routinely hold financial assets for their customers.

Clients should receive at least monthly statements from the Administrator.

MST does not maintain direct custody or possession of any of the funds or securities of the pooled investment vehicles. We are deemed to have custody of the Funds' assets by virtue of our status as investment manager of the Funds. We maintain the assets of the Funds in accounts with qualified custodians pursuant to Rule 206(4)-2 under the Advisers Act. MST has appointed its prime brokers to act as its qualified custodians. The custodians will provide, among other things, clearing, custodial and record keeping services.

MST Capital seeks to satisfy the requirements of the Custody Rule with respect to Funds by engaging an independent public accountant registered with, and regularly examined by, the Public Company Accounting Oversight Board to conduct annual financial audits of such Funds prepared in accordance with International Financial Reporting Standards. We shall use best efforts to ensure that the Funds' audited financials are delivered to all investors within 120 days of the fiscal year end to ensure compliance with Rule 206(4)-2 under the Advisers Act. Investors should carefully review the audited financial statements of the Funds upon receipt.

MST Capital advises clients to review such statements and compare such official custodial records to the account statements that MST Capital may provide.

ITEM 16 – INVESTMENT DISCRETION

The written advisory agreement between a managed account client and MST Capital will stipulate the investment discretionary authority that MST Capital will have over a client's account.

MST Capital has been granted discretionary authority to manage the assets of the Funds pursuant to their operating agreements and offering documents.

In all cases, however, such discretion is exercised in a manner consistent with the stated investment objectives for the particular Fund or client account. When selecting securities and determining amounts, MST Capital observes the investment policies, limitations and restrictions of the clients or the mutual funds for which it advises.

ITEM 17 – VOTING CLIENT SECURITIES

MST Capital's policy is to comply with the Proxy Rule and act solely in the best interest the investor/client when exercising its voting authority, if any. MST Capital determines whether and how to vote corporate actions and proxies on a case-by-case basis and will apply the following guidelines, as applicable:



- MST Capital will attempt to consider all aspects of the vote that could affect the value of the issuer or that of the investor/client.
- MST Capital will vote in a manner that it believes is consistent with the Investor/client's stated objectives.
- MST Capital will generally vote in accordance with the recommendation of the issuing company's management on routine and administrative matters, unless MST Capital has a particular reason to vote to the contrary.

A Client or prospective client may obtain a copy of MST Capital's proxy voting policies and procedures, as well as a record of all proxy votes made by making a request in writing to the Chief Compliance Officer.

ITEM 18 – FINANCIAL INFORMATION

MST Capital 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.