

**PART 2A OF FORM ADV**  
**FIRM BROCHURE**



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**March 28, 2014**

**This Brochure provides information about the qualifications and business practices of ICONIQ Capital LLC (“ICONIQ Capital”). If you have any questions about the contents of this Brochure, please contact us by telephone at (415) 967-7763 or email at [compliance@iconiqcapital.com](mailto:compliance@iconiqcapital.com). 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 as an investment adviser does not imply any certain level of skill or training.**

**Additional information about ICONIQ Capital also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Material Changes**

This amendment includes the following material changes since the last annual update of our Brochure dated April 1, 2013:

- Cover Page: We have updated the email address to use to request additional information about this Brochure.
- Item 4 (Advisory Business): We have included additional information about the pooled investment vehicles that we sponsor and manage, including the names of vehicles that were formed since the date of our last Brochure.
- Item 5 (Fees and Compensation): We have clarified the description of the fees that investors in ICONIQ Private Funds can expect to pay. Investors in ICONIQ Private Funds may pay a management fee of up to 1.5% annually. Additionally, investors in certain ICONIQ Private Funds may pay an incentive allocation.
- Item 6 (Performance-Based Fees): We have clarified our disclosure language with respect to conflicts of interest created by our compensation structure. In particular, we have a conflict of interest in that our compensation structure may create an incentive for us to allocate investment opportunities to those investors or clients who pay performance-based fees. Please refer to the updated disclosure in Item 6 for more information concerning this conflict of interest.
- Item 8 (Investment Risks): Some ICONIQ Access series may invest in multiple classes of interests of the same underlying fund. In Item 8, under *Blended Performance (and Withdrawal Terms) in ICONIQ Access Series*, we have described the way we account for and mitigate differences between the different classes of interest and how our process may impact an investor's performance and withdrawal limitations.
- Item 11 (Code of Ethics and Personal Trading): We have added language to describe conflicts of interest related to recommendations that we may make to clients with respect to ICONIQ Private Funds. We have also added a description of the conflicts of interest created from our investment practice of allowing our officers and supervised persons to invest in ICONIQ Private Funds and other limited investment opportunities parallel to our clients.
- Item 15 (Custody): We have added a recommendation that you compare the account statements you receive from your custodian with the portfolio review reports and portfolio information that you receive from us or through our client reporting portal.
- Item 17 (Proxy Voting): We have recently engaged the services of an independent firm that specializes in evaluating corporate governance matters and making voting recommendations. We vote proxies if authorized by a client and we generally follow the voting recommendations of our independent proxy voting service provider.

### **Item 3. Table of Contents**

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## **Item 4. Advisory Business**

### **A. Description of Advisory Services**

We are dedicated to providing high-net worth individuals and other types of clients with a wide array of investment advisory services. We specialize in managing client assets primarily by making allocations to third-party Portfolio Managers and investment funds. We also facilitate other investment opportunities in accordance with client objectives and strategy. Our firm is a limited liability company formed in the State of Delaware. Our firm has been in business as an investment adviser since 2011 and its partners are Chad Boeding, Divesh Makan, Mike Anders, and Will Griffith.

We also sponsor and advise private pooled investment vehicles, currently the ICQ Investments LP (Series) (“ICQ Investments”), a Delaware series limited partnership; ICQ Opportunities 1, L.P. and ICQ Opportunities 2, L.P. (“ICQ Opportunities”), Cayman Islands limited partnerships; ICONIQ Access LP (Series) (“ICONIQ Access”), a Delaware series limited partnership; and ICONIQ Strategic Partners, L.P. (“ICONIQ Strategic Partners”), a Cayman Islands limited partnership, (collectively, “ICONIQ Private Funds”). ICQ Investments and ICQ Opportunities offer interests to certain qualified investors and make investments in a private or public company or other private investment, generally one investment per series or limited partnership. ICONIQ Access offers interests to certain qualified investors and makes investments in one underlying fund (e.g. hedge fund or private equity fund) per series. ICONIQ Strategic Partners offers interests to certain qualified investors and makes investments in multiple growth equity and other private investments.

Investor qualifications for these ICONIQ Private Funds are described in Item 7, below.

### **B. Description of Advisory Services Offered**

ICONIQ Capital shall provide clients with the following services:

- a. Investment Policy.  
We may assist you in the preparation, review and evaluation of your investment policies, parameters, restrictions and objectives (collectively hereinafter “investment policy” or “investment policies”) for your Account (i.e., the account(s) being managed by ICONIQ Capital and Portfolio Managers as defined below). Upon your request, we may assist you with the preparation of investment policies for your Account.
- b. Asset Allocation.  
We shall assist you in the review and establishment of your Account’s asset allocation, execute changes and/or make recommendations to change said allocation as we deem appropriate based upon your investment policy, market conditions and/or other factors.

- c. Comprehensive Performance Evaluation Report.  
We shall provide you with a periodic Evaluation Report of your Account and each portion managed by our firm and/or other Portfolio Managers (i.e., other investment advisers working with ICONIQ Capital as sub-advisors or co-advisors to client's account or accounts). The report shall detail the performance and asset allocation of said Account, along with the relative portion of your Account managed by us and/or each Portfolio Manager (another investment advisor serving as a sub-adviser to our firm or co-advisor to you). We receive our information from account custodians, broker-dealers, Portfolio Managers, and/or other parties and while such information is believed to be accurate and reliable, we cannot guarantee it. To the extent that erroneous information is provided to our firm by another Portfolio Manager, broker-dealers, account custodians or other parties, we are not responsible for any inaccuracies which are contained in our reports.
- d. Identification and Selection of Portfolio Managers.  
We shall assist you with identifying and selecting Portfolio Managers that are deemed appropriate and consistent with your stated and current investment policies. We shall identify and select such Portfolio Managers. You understand that we make no representations or guarantees regarding the investments, asset allocations, and/or performance of any Portfolio Manager exclusively chosen by you.
- e. Our Management of Exchange Traded Funds ("ETFs"), Index Funds ("IFs"), Mutual Funds ("MFs"), Alternative Investments ("AIs") and Other Securities ("OS").  
If appropriate, we shall directly manage your separate account(s) comprised of some or all of the following securities ETFs, IFs, MFs, AIs and OS that are consistent with your overall investment policy and objectives. In the event that we decide to directly manage a portion of your separate account, we would do so on a discretionary basis and only with respect to the types of securities outlined and confirmed in a Client Direction Letter signed by you.
- f. Changes to Portfolio Manager.  
In the event that we determine that a Portfolio Manager should be terminated, we will do so and select a new Portfolio Manager.

### **C. Tailoring of Advisory Services and Client Imposed Restrictions**

#### **(i) Individual Tailoring of Advice to Clients:**

We offer individualized investment advice to advisory clients utilizing our investment advisory services.

ICONIQ Private Funds are managed according to the strategies and objectives set out in each Fund's constituent documents.

(ii) Ability of Clients to Impose Restrictions on Investing in Certain Securities or Types of Securities:

We usually do not allow clients to impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing their account.

**D. Wrap Fee Programs.**

We do not participate in wrap fee programs, though our Portfolio Managers may do so.

**E. Assets Under Management**

We manage approximately \$1,384,600,000 on a discretionary basis and \$6,198,100,000 on a non-discretionary basis as of March 1, 2014.

**Item 5. Fees and Compensation**

**A. Fees and Compensation**

Clients may pay an annual fee of up to a maximum of 1.5% of assets under management. Investment management fees are billed on a pro-rata annualized basis quarterly in arrears based on the value of your account on the time-weighted daily average of the quarter. Our fee does not include fees charged by Portfolio Managers, account custodians, broker-dealers or other parties. Trade costs, mutual fund expenses, advisory fees of Portfolio Managers, etc. are all additional and separate from our investment management fees.

Your billable account shall not include checking accounts or accounts with single stock positions and will only cover those investments defined in a separate Client Direction Letter. As a convenience to you, we may, but are not required to, bundle our advisory fee with Portfolio Manager's advisory fees and pay the Portfolio Manager their advisory fee due by you to the Portfolio Manager. In this case, you would see one advisory fee comprised of our firm's and the Portfolio Manager's overall fee on your custodial statement. It should be noted that Portfolio Manager's advisory fees are not set by us and their fees, method of billing (advance or arrears), manner of billing (quarterly or monthly) and basis for billing (time-weighted daily average versus the last day of a calendar quarter or month, or some other method) may differ from our billing practices. You will receive an explanation of Portfolio Managers' billing practices from us or the Portfolio Manager. Said explanation will be set forth in the Portfolio Manager's Form ADV, client agreement and other documentation.

You have the ability to directly access custodian statements and will be sent independent custodian statements at least quarterly, showing all disbursements from your Account, including the amount of the advisory fees paid to us and Portfolio Managers (if they bill separately), which may include the fee due to Portfolio Manager(s).

You may be charged additional advisory or other related fees (“Additional Fees”) in connection with the selection and appointment of Portfolio Managers as they may reasonably determine provided that (i) such Additional Fees are no more than the fees such Portfolio Managers would typically charge their other clients under similar circumstances, regardless of where such client relationships originated and (ii) we receive no portion of such Additional Fees under any circumstances.

We deduct our fees and the Additional Fees directly from one or more accounts holding your assets by directing the relevant Custodian to remit the appropriate amounts directly to our firm or a portion thereof to Portfolio Manager(s). Our firm or (our) designee (usually the account Custodian) will disburse such amounts to the relevant parties as compensation for the services provided under your agreement with us, as well as that of the Portfolio Manager(s). If there is not enough liquid cash in its accounts, we will instruct the relevant Custodian to liquidate the necessary positions in such accounts to cover the amount of the fees under our Agreement with you and/or Portfolio Managers’ Agreement(s).

Fees charged may be negotiated based on a variety of factors, and the Fee may be modified by us upon notice to you. We shall not be compensated on the basis of a share of capital gains upon or capital appreciation of your funds or any portion of your funds, although we may be compensated based upon the total value of your Account as of definite dates. For the duration of your agreement with our firm, a portion of your Fees in connection with your Account will be paid to your Advisor at our firm and other employees of our organization. The fee provisions of the Portfolio Managers’ Client Agreement(s) and Form ADVs governing their specific advisory programs and the fee confirmations that you receive will control if there are any inconsistencies between the terms of those documents and your agreement with us, other agreements or documents.

Investors and potential investors in ICONIQ Private Funds should refer to the constituent documents, including confidential offering memorandums, subscription documents, and/or limited partnership agreements, of the Fund for complete details regarding the fees and expenses of the Fund. Generally, Investors in ICONIQ Access pay an administration fee that is up to 0.05% annually. The administration fee may be waived for certain investors in the discretion of the Firm.

Investors in ICQ Investments and ICQ Opportunities generally pay an annual Management Fee of up to 1.5% to the general partner. An affiliate of the Firm may receive a performance based allocation, or “carry”, of up to 20% which is payable upon distribution of the investment series.

Investors in ICONIQ Strategic Partners pay a Management Fee of up to 1.5% annually. Additionally, an affiliate of the Firm is entitled to receive a performance based allocation, or “carry,” of up to 30% of profit attributable to an investor’s capital contributions to the partnership.

## **B. Other Fees and Expenses**

You will incur transaction charges for trades executed in your accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Also, you will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses). Portfolio Managers will charge you their own advisory fees, as discussed in Item 5.A. above.

## **C. Payment of Fees**

We charge our advisory fees quarterly in arrears. Our firm or you may terminate our Agreement with you at any time by providing a written thirty (30) day notice to the other party. After notice of termination has been received by the other party, our firm shall continue to charge their advisory fees to you up to the actual date of termination. Please note that Portfolio Manager's termination policies may differ from our previously mentioned policy and you are encouraged to read the Portfolio Manager's Form ADV and advisory agreement for further information.

Investors in ICONIQ Private Funds are charged any applicable administration fee, management fee, and/or performance allocation in accordance with the terms detailed each Fund's constituent documents. Investors in an ICONIQ Private Fund should review the Fund's constituent documents for complete details regarding payment of fees and expenses.

## **D. Commissionable Securities Sales**

We do not sell securities or other investment products for a commission.

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

We may charge performance-based fees to investors in some ICONIQ Private Funds, including ICQ Investments, ICQ Opportunities and ICONIQ Strategic Partners.

Differences in our compensation arrangements among investors and clients, particularly when some investors pay performance-based compensation, may create an incentive for us to allocate investment opportunities to those investors who pay higher compensation. Notwithstanding this conflict of interest, we allocate transactions and opportunities among our investors and clients in a manner we believe to be as equitable as possible, considering investor and client objectives, programs, limitations, capital available for investment, and capacity in the investment. However, due to the limited nature of some offerings, not all clients and investors will be able to participate in every investment opportunity.

Additionally, we generally allocate private equity growth opportunities to ICONIQ Strategic Partners if the opportunity is suitable for ICONIQ Strategic Partners investment.



## **Item 7. Types of Clients and Account Requirements**

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Corporations, limited liability companies and/or other business types; and
- Pooled Investment Vehicles

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We generally work with client's whose net worth is \$25,000,000 or more. However, we reserve the right to accept clients of any net worth, and may on occasion work with clients whose net worth is below this threshold.
- Generally, an investor in ICONIQ Private Funds must invest a minimum of \$10,000. Additionally, each investor must be an "accredited investor", and meet other criteria as specified in the constituent documents of each ICONIQ Private Funds.

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

### **A. Methods of Analysis and Investment Strategies**

#### **Methods of Analysis:**

- Charting;
- Fundamental;
- Technical; and
- Cyclical.

#### **Investment Strategies we may use:**

- Long term purchases (securities held at least a year);
- Short term purchases (securities sold within a year);
- Trading (securities sold within 30 days);
- Short sales;
- Margin transactions; and
- Option writing, including covered options, uncovered options or spreading strategies.

### **B. Investment Risks**

**Investing in securities involves risk of loss that clients should be prepared to bear.** While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

Specific risks of investing with a Portfolio Manager are described in that Portfolio Manager's Brochure (Form ADV Part 2). Specific risks of investing in ICONIQ Private Funds are described in detail in each Fund's constituent documents. We encourage you carefully review the Portfolio Manager's Form ADV Part 2 and the constituent documents of ICONIQ Private Funds and the risks identified in those documents.

In addition to the risks detailed and described in the documents identified above, we have included additional information specific to certain investments below:

**Blended Performance (and Withdrawal Terms) in ICONIQ Access Series.** An ICONIQ Access series may invest in multiple classes or series of interests of an underlying fund (e.g. a hedge fund). Investment in multiple classes of interests by one ICONIQ Access series generally occurs when the ICONIQ Access series makes multiple investments over a series of months in the underlying fund: each separate investment date is generally treated as a separate class or series in the underlying fund. Additionally, multiple classes of the underlying may result when manager later introduces a subsequent class of interests to increase fund capacity. In this case, the subsequent class of interests of the underlying fund may have different terms than the original class, including (potentially) different management fees, performance fees, and withdrawal terms. For example, a subsequent class may pay a lower management fee (as compared to the original class), but may also have more restrictive withdrawal terms (as compared to the original class). If a single ICONIQ Access series invests in multiple classes or series of the underlying fund, performance differences (i.e. those that result from different investment timing, a different fee structure, or the potential application of a performance-based fee) are "blended" across all investors in the ICONIQ Access series regardless of the class of interest of the underlying fund that the series invested in on the date of an investor's investment in the series. Similarly, where practicable, we manage withdrawals at the ICONIQ Access series level such that, where possible, investors withdrawing from the series may not be subject to the underlying fund's withdrawal constraints. Because all investors derive similar benefits from investing through an ICONIQ Access series regardless of the timing of the investment, we believe that "blending" performance is reasonable even though an ICONIQ Access series investor may be subject to performance that may be different from the performance had the investor invested directly with the underlying fund. Additionally, in the case of an underlying fund introducing additional classes of interest, the investor may be subject to different withdrawal terms than those of any underlying fund class.

## **C. Cash Balances**

We generally invest client's cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, we try to achieve the highest return on our client's cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services or those of Portfolio Managers (when fees are bundled), as applicable. Portfolio Managers cash management practices may differ from our policy. You are encouraged to review the Portfolio Manager's Form ADV and Client Agreement for more information.

### **Item 9. Disciplinary Information**

Our firm has no disclosable disciplinary information.

### **Item 10. Other Financial Industry Activities and Affiliations**

As described in Item 4.A., we sponsor and advise the ICONIQ Private Funds. ICONIQ Capital is the general partner of ICONIQ Access. Our affiliate, ICQ Management, LLC, a Delaware Limited Liability Company, is the general partner of ICQ Investments. Our affiliate, ICQ Opportunities GP, L.P., a Cayman Islands limited partnership, is the general partner of ICQ Opportunities. Our affiliate, ICONIQ Strategic Partners GP, L.P., a Cayman Islands limited partnership, is the general partner of ICONIQ Strategic Partners.

Neither ICONIQ Capital nor any of our affiliates or principals are registered or have an application pending to register as:

1. a broker-dealer or a registered representative of a broker-dealer; or
2. a futures commission merchant, commodities pool operator, a commodity-trading advisor, or an associated person of the foregoing entity.

### **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### **A. Code of Ethics**

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts. Members, officers and employees report their securities transactions at least quarterly.

Furthermore, our firm has established a Code of Ethics that applies to all of our associated persons. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty to our clients is considered the core underlying principle for our Code of Ethics that also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an

acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided upon request.

## **B. Securities Recommendations**

We may recommend that our advisory clients invest in one or more ICONIQ Private Funds. Our sponsorship and management of the ICONIQ Private Funds may give us an incentive to recommend these products and presents a potential conflict of interest. Notwithstanding this potential conflict of interest, we will only recommend an investment product when we believe the investment to be in the best interest of a client, considering the client's objectives, risk tolerance, limitations, and capital available for investment.

## **C. Securities Transactions and Related Persons**

Supervised persons of our firm may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize the potential conflicts of interest of this practice, our supervised persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics. Specifically, our supervised persons are required to obtain pre-approval for personal securities transactions and trade within certain limitations designed to minimize the potential for conflicts of interest.

## **D. Allocations of Limited Investment Opportunities**

In accordance with the investment practices of our firm, supervised persons of our firm may invest in ICONIQ Private Funds and other limited investment opportunities at the same time our clients invest in those same opportunities. Additionally, our supervised persons may make investments in limited opportunities that are not recommended to clients. These investment practices may create a conflict of interest because the investments of the supervised persons may consume investment capacity that would otherwise be available for and allocated to our clients. Our general practice with respect to investing parallel with our clients is to allow supervised persons who participate in an investment to invest a meaningful amount, but not an amount that is so substantial that it creates a significant reduction in investment capacity for our clients. As with allocations of investment opportunities among our clients, there are a variety of factors that we consider when determining the amount our supervised persons invest, if any. Each investment opportunity is evaluated on a case-by-case basis. The factors we consider may include among other things: the overall capacity of the investment opportunity, the amount of client interest in the investment opportunity, cash and liquidity constraints of our supervised persons and those of our clients making the investment, as well as the investment objectives, strategies, portfolio concentrations, asset allocations, and risk tolerances of both the supervised persons and the clients participating in the investment opportunity. Our Chief Compliance Officer, in conjunction with investment team members not making the parallel investment, reviews the supervised persons' investments and the investment amounts to ensure supervised

persons' investments do not create a significant reduction in investment capacity that would otherwise be available to our clients.

## **Item 12. Brokerage Practices**

### **A. Broker Dealer Recommendations**

Our firm has arrangements with qualified custodians (collectively, and together with all affiliates, "Custodians") through which Custodians provide our firm with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Custodians' institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Custodians also offer other services intended to help our firm manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom we may contract directly.

Our firm is independently operated and owned and is not affiliated with any Custodian.

Custodians generally do not charge advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Custodian or that settle into Custodians accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Custodians may provide access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Custodians' commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by Custodians may be higher or lower than those charged by other custodians and broker-dealers.

Our firm may be appointed by you to directly manage a portion of your assets pursuant to a Client Direction Letter signed by you. In such cases, we will act as your agent in fact to buy and sell securities on a fully discretionary basis with authority to select the securities and amount thereof for your Account through a broker-dealer.

Your assets will be held with an independent Custodians' account not affiliated with our firm. Generally, the broker-dealer through which transactions will be placed would be the Custodians' affiliated broker-dealer or on a prime brokerage basis through another broker-

dealer. Portfolio Managers may be expected to have the same level of discretionary trading authority as us. It should be noted that we have the discretion to grant discretionary trading authority to Portfolio Managers which shall execute transactions in the same manner as previously described. Assets are held with a qualified account custodian.

The independent broker-dealer or custodian is authorized to follow the instructions of our firm and/or Portfolio Manager(s) in placement and settlement of trades, wiring of funds and other requests (subject to client letters of authorization). Our firm and Portfolio Manager have an obligation to execute securities brokerage transactions for your Account through broker-dealers that our firm and Portfolio Manager believe will provide “best execution”. Our firm and/or Portfolio Managers seek best execution and in doing so, consider whether the transaction represents the best quantitative and qualitative execution. In selecting custodian broker-dealer, both parties take into consideration the full range of custodian’s affiliated broker-dealer services and prime brokerage services, including the value of research provided, execution capability, trade execution costs, and responsiveness.

Our clients may pay a commission to Custodians that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

## **1. Research and Other Soft Dollar Benefits**

Our firm may have arrangements with financial firms that provide us with their “platform” services. None of these benefits are soft-dollar credit arrangements. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support our firm in conducting business and in serving the best interests of our clients but that may also benefit our firm.

As part of the platform services arrangement described in this section, a Custodian may also make certain research and brokerage services available at no additional cost to our firm, including research services obtained by Custodians directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by Custodians to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Custodians to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts for which we

have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As a result of receiving the services in this section for no additional cost, we may have an incentive to continue to use or expand the use of a Custodian's services. We have evaluated this potential conflict of interest and we believe that the relationship is in the best interest of our firm's clients and satisfies our client obligations, including our duty to seek best execution.

## **2. Brokerage for Client Referrals**

Our firm may receive client referrals from a broker-dealer or third party and we may consider these referrals when selecting broker-dealers. We may have an incentive to select or recommend a broker-dealer based on our interest in receiving client referrals. We mitigate this potential conflict of interest by considering the full range of a broker-dealer services—including the value of research provided, execution capability, trade execution costs, and responsiveness—when selecting broker-dealers.

## **3. Directed Brokerage**

In certain instances, clients may seek to limit or restrict our discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. Any such client direction must be in writing (often through our advisory agreement), and may contain a representation from the client that the arrangement is permissible under its governing laws and documents, if this is relevant.

Some Clients may direct trades to particular brokers. With respect to their directed trades, a Client will be treated as if they have retained the investment discretion that we otherwise would have in selecting brokers to effect transactions and in negotiating commissions and that such direction may adversely affect our ability to obtain best price and execution. In addition, your trade orders may not be aggregated with other clients' orders and that direction of brokerage may hinder best execution.

## **B. Order Aggregation**

We perform investment management services for multiple clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are effected only when we believe that to do so will be in the best interest of the affected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner that is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

### **Item 13. Review of Accounts**

Generally, we review accounts on a quarterly basis for our clients. The reviews are conducted by a Family Office Specialist. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, and the recommended allocation model.

We may review client accounts more frequently than described above. Among the factors that may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

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

We do not currently directly or indirectly compensate any person who is not a supervised person for client referrals. To the extent that we do enter into any such arrangements, as applicable, all such compensation will be fully disclosed to each client consistent with applicable law and to the extent necessary will be conducted in accordance with SEC Rule 206 (4)-3 under the Advisers Act, as well as relevant guidance.

### **Item 15. Custody**

Our clients receive at least quarterly account statements directly from their custodians, listing account balance(s), transaction history and any fee debits or other fees taken out of the account. We recommend that the clients compare the account statements received from their qualified custodian with portfolio review reports and portfolio information available from our firm or through our client access portal.

At the end of each Fiscal Year, each ICONIQ Private Fund has its financial statements audited by an independent certified public accountant. Copies of the audited financial statements are furnished to each investor as soon as practicable after the end of each Fiscal Year.

### **Item 16. Investment Discretion**

We will act as your agent in fact to buy and sell securities (including short sales), to trade on a fully discretionary basis in any and all forms of securities and financial instruments, as set forth in our Client Direction Letter signed by you, of every kind of security or nature of security whatsoever, including, without limitation, options contracts (including uncovered option contracts), on a cash or margin basis and with authority to select the with authority to select the securities and amount thereof for your Account through a broker-dealer. Portfolio Managers would be expected to have the same level of discretionary trading authority as we do. It should be noted that our firm has the discretion to grant discretionary trading authority to Portfolio Managers who shall execute transactions in the same manner as previously described. All assets will be held with a qualified account Custodian.



We generally do not allow clients to place any restrictions on our discretionary authority to act on their behalf. Portfolio Managers would generally be expected to follow the same policy in this regard.

#### **Item 17. Voting Client Securities**

Our firm may vote proxies if authorized by a client, such authorization is typically granted on an account-by-account basis. Portfolio Managers selected or recommended by our firm may also vote proxies for you on any accounts or assets managed by them. Except in the event that you authorize us and/or Portfolio Managers vote proxies, you maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by you shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining securities held in your Account. Where we are authorized to vote proxies by our clients, we utilize the services of an independent third-party that specializes in evaluating corporate governance matters and making voting recommendations. Typically we vote in accordance with the recommendations made by the independent third party.

To the extent that an investment made by an ICONIQ Private Fund confers voting rights upon our firm, or an affiliate, acting as the general partner of the Fund, our firm or the affiliate will exercise those rights in the best interest of the ICONIQ Private Fund. Generally, and if available, we will follow the voting recommendations made by our independent proxy voting service provider.

#### **Item 18. Financial Information**

We have no financial commitment that is reasonably likely to impair our ability to meet contractual commitments to our clients.