

Item 1. Cover Page

CIPHER CAPITAL LP

Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of Cipher Capital LP (“Cipher”). If you have any questions about the contents of this brochure, please contact Matthew Weishar at (646) 416-6009 or matthew@ciphercap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Cipher’s registration as an investment adviser with the SEC does not imply a certain level of skill or training.

Additional information about Cipher also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

No material changes have occurred since Cipher's most recent filing made in March 2013.

Item 3. Table of Contents

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Item 4. Advisory Business

Cipher, a Delaware limited partnership, is an alternative asset management firm that was founded in August 2010. Cipher's principal owner is Matthew Weishar, who is also the firm's Managing Principal and Chief Compliance Officer.

Cipher currently provides discretionary investment advice to institutional clients (collectively, the "**Clients**"), including a private investment fund (the "**Fund**"), in each case through a managed account arrangement. Each such arrangement is governed by an investment management agreement with the relevant Client or a subsidiary thereof (each, a "**Management Agreement**," and together, the "**Management Agreements**"). Each Management Agreement sets forth certain guidelines or restrictions related to Cipher's investment activities, which may be modified from time-to-time in consultation with the relevant Client or its control persons. In addition, a Client or its control persons may, in certain situations, impose restrictions on Cipher's ability to invest in certain securities, types of securities or particular issuers.

Cipher has limited trading authority with respect to the Fund. In this regard, it: (i) does not have custody of the Fund's assets, (ii) cannot determine the final value of the Fund's positions, (iii) cannot move the Fund's cash or securities, and (iv) cannot enter into any other agreements on behalf of the Fund. The Fund's general partner provides risk management services to the Fund, manages the Fund's leverage, and provides certain administrative services to the Fund.

As of December 31, 2013, Cipher had approximately US\$339 million in regulatory assets under management on a discretionary basis. Cipher does not manage any assets on a non-discretionary basis.

Item 5. Fees and Compensation

Because each Client meets the definition of “qualified purchaser” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended, Cipher’s specific fee schedules are not required to be included in this Item 5. The specific terms of the fees payable by each Client are specified in such Client’s Management Agreement and are subject to negotiation with such Client and/or its control persons.

Management fees are periodically paid to Cipher by its Clients. To the extent such fees are paid in advance, they are non-refundable after they are paid.

Cipher may also be entitled to receive performance-based compensation from its Clients based on its net trading profits at the end of each fiscal year. In certain cases, such performance-based compensation may be subject to a hurdle. In addition, in certain cases, such performance-based compensation may be calculated by a Client’s administrator and approved by such Client’s control persons.

Each Client generally bears other fees and expenses, which may include, among other things, (i) trading expenses, brokerage commissions and other transaction charges, (ii) fees and expenses incurred in the borrowing and lending of securities, (iii) interest, borrowing, margin expense and other financing charges charged to the Client attributable to the acquisition of securities by the Client and the acquisition by the Client of financing to fund the Client, and (iv) custodial fees, bank service fees, transfer taxes, withholding taxes and other fees and expenses directly related to the purchase, sale or other disposition of the assets of the Client. Such fees and expenses may be determined by a Client’s control persons and are set forth in more detail in the applicable Management Agreement and in each Client’s offering documents (to the extent applicable). Please also see Item 12, “Brokerage Practices,” below.

Cipher may also allocate a portion of its Clients’ capital to exchange-traded funds or other similar vehicles. In addition to the fees and expenses discussed above, each Client will indirectly incur similar fees and expenses if Cipher invests its assets in such funds or vehicles, as such funds and vehicles in turn pay similar fees and expenses to their investment managers and other service providers.

Item 6. Performance-Based Fees and Side-by-Side Management

The receipt of performance-based compensation may incentivize Cipher to make investments on behalf of its Clients that are riskier or more speculative than it would make if it did not receive performance-based compensation.

Furthermore, since net trading profits (the basis for Cipher's performance-based compensation), include unrealized appreciation, Cipher may receive greater performance-based compensation than would be the case if net trading profits was based only on realized gains.

Differing performance-based compensation structures may create an incentive for Cipher to favor one Client over another when allocating investment opportunities or when effecting transactions. To avoid such a conflict, Cipher generally follows documented policies when allocating investment opportunities and trades among Clients, which do not take into account the performance-based compensation to which such Clients are subject (*see below*).

In certain cases, (i) a Client's control persons provide risk management services to such Client and/or (ii) Cipher may not have the authority to determine the final value of a Client's positions. In such cases, Cipher believes that many conflicts relating to performance-based compensation are mitigated.

Item 7. Types of Clients

As discussed in Item 4, Cipher provides investment management services to institutional clients through managed account arrangements. Each Client's minimum initial investment has been determined by such Client and/or its control persons, in consultation with Cipher, and is set forth in its offering documents (if applicable).

Cipher determines the minimum investments for separately managed accounts on a case-by-case basis.

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

Methods of Analysis and Investment Strategies

Cipher's investment strategy is to seek to take advantage of short-term investment opportunities in equity markets, principally through quantitative investment analysis.

To accomplish such strategy, Cipher primarily trades large cap, highly liquid stocks and focuses on factors that have a statistically proven impact on short-term performance.

In addition to equity transactions, Cipher may trade other securities and financial instruments for Clients and may engage in short selling on behalf of Clients.

Cipher may modify its strategy with respect to a Client in the future, in consultation with such Client and/or its control persons.

Material Risks of Cipher's Strategies

The following is a summary of some of the material risks associated with the strategy expected to account for a significant portion of the Clients' investments. This summary does not attempt to describe all of the risks associated with an investment in a fund or separately managed account or all risks associated with Cipher's strategies.

Financing Arrangements. As a general matter, the banks and dealers that provide financing to the Clients are able to apply essentially discretionary margin, financing and security and collateral valuation policies. Changes by banks and dealers in financing and valuation policies may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices. In addition, the dealers have essentially discretionary authority to close out credit lines, and dealers used this authority to close out credit lines for many hedge funds during the credit crisis that began in 2008. The Clients may not be able to maintain adequate financing to pursue their investment program, which may result in portfolio liquidations and losses.

Leverage. Leverage increases the magnitude of both profits and losses.

In certain cases, a Client or its control persons may control the amount of direct leverage that may be employed on such Client's behalf and, in its discretion, may reduce or eliminate the use of such leverage. Accordingly, Cipher does not have the authority to use direct leverage for such Clients without such Clients' and/or their control persons' prior approval. Nonetheless, certain of Cipher's investments may expose such Clients to embedded leverage.

Leverage may be incurred not only through selling securities short, but also through purchasing securities on margin and possibly using options, repurchase and reverse repurchase agreements, swaps and other derivative instruments.

Trading Decisions Based on Quantitative Systems. Trading decisions of Cipher are determined primarily by quantitative analysis. The profitability of any trading system involving quantitative

analysis depends upon the occurrence in the future of market behavior similar to behaviors observed in the past in at least some of the markets traded.

Reliance on Technology and Electronic Trading. CIPHER relies heavily on computer hardware and software, online services and other computer-related or electronic technology and equipment to facilitate the Clients' investment activities. Specifically, CIPHER may trade financial instruments through electronic trading or order routing systems, which differ from traditional open outcry pit trading and manual order routing methods. Such electronic trading exposes the Clients to risks associated with system or component failure, which could render CIPHER unable to enter new orders, execute existing orders or modify or cancel previously entered orders. System or component failure may also result in loss of orders or order priority. Should events beyond CIPHER's control cause a disruption in the operation of any technology or equipment, the Clients' investment programs may be severely impaired, causing them to experience substantial losses or other adverse effects.

Changing Market Conditions. CIPHER's strategies are based, in part, on the analysis of past market and economic data as indications of future prices. The international economy is rapidly evolving and the financial markets developing in response to new financial instruments and technologies. There can be no assurance that the valuation models developed by CIPHER based on past market conditions will be applicable in current markets. There can be no assurance that the Clients will be able to acquire a sufficient amount of investments at attractive prices in order to achieve their objective, or that those investments which the Clients are able to acquire will, in fact, ultimately be profitable.

Discretionary Aspects of CIPHER's Strategies. The discretionary inputs involved in implementing trading signals can have a material impact on the performance of the Clients. There can be no assurance that the discretionary decisions made by CIPHER's personnel will be made correctly or in a timely or disciplined manner.

Derivatives in General. CIPHER may make use of various derivative instruments, such as convertible securities, options, futures, forwards and interest rate, credit default, total return and equity swaps. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage sometimes embedded in such instruments. The derivatives markets are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out open positions in order either to realize gains or to limit losses. The pricing relationships between derivatives and the instruments underlying such derivatives may not correlate with historical patterns, resulting in unexpected losses.

Use of derivatives and other techniques such as short sales for hedging purposes involves certain additional risks, including dependence on the ability to predict movements in the price of the securities hedged; imperfect correlation between movements in the securities on which the derivative is based and movements in the assets of the underlying portfolio; and difficulties in managing a portfolio or meeting short term obligations because of the percentage of a portfolio's assets segregated to cover its obligations. In addition, by hedging a particular position, any potential gain from an increase in the value of such position may be limited.

Hedging. Hedging techniques involve risks including imperfect correlation between the performance and value of the instrument and the value of the Clients' securities, the possible lack of a secondary market for closing out a position in such instrument, losses from market movements not anticipated by Cipher and the possible imposition of additional margin or other payment requirements. Cipher will not, in general, attempt to hedge all market or other risks inherent in the Clients' positions, and hedges certain risks, if at all, only partially. Specifically, Cipher may choose not, or may determine that it is economically unattractive, to hedge certain risks — either in respect of particular positions or in respect of the Clients' overall portfolios, and its Clients are not subject to formal diversification policies.

Item 9. Disciplinary Information

There have been no legal or disciplinary events to report that would be material to a Client's or prospective Client's evaluation of Cipher's advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

Cipher and its employees do not have any relationships or arrangements with any affiliated entities or other financial services companies that pose material conflicts of interest with Clients.

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

Code of Ethics

As a fiduciary, Cipher owes an undivided duty of loyalty to its Clients and thus demands the highest standards of ethical conduct and care by all of its employees. It is Cipher's policy that all employees conduct themselves so as to avoid, to the extent possible, not only actual conflicts of interest with Clients but any conduct that could give rise to the appearance of a conflict of interest that might compromise the trust placed in Cipher by its Clients.

Cipher has adopted a Code of Ethics (the "**Code of Ethics**") that sets forth standards of ethical and business conduct expected of Cipher's personnel and addresses conflicts that may arise from personal trading by Cipher personnel. The Code of Ethics, among other things, requires compliance with the federal securities laws, reflects Cipher's fiduciary responsibilities, sets forth policies and procedures regarding employee personal trading and addresses prevention of certain manipulative trading practices.

The Code of Ethics will be provided to any Client upon request.

Personal Trading

Cipher personnel may buy, sell and/or hold securities for their own accounts that Cipher also buys or sells for Client accounts, including doing so at or about the same time as a Client transaction is effected. All personal trades by Cipher personnel are subject to the provisions of the Code of Ethics, including pre-clearance for personal securities transactions (except in the case of treasury securities, certificates of deposit, commercial paper and other similar money market instruments, and shares of open-end mutual fund companies). In addition, employees are required to submit periodic reports regarding their personal holdings. These provisions are designed to prevent personal trading from conflicting with Client interests.

Principal Transactions and Cross Trades

Cipher may determine that it is in the best interests of two or more Clients to transfer a security from one Client to another for tax purposes, liquidity purposes or to reduce transaction costs that may arise in an open market transaction (a "**Cross Trade**"). Any Cross Trade will be conducted in accordance with Cipher's fiduciary responsibility to each participating Client, must be in the best interest of each participating Client and must be consistent with Cipher's duty to seek best execution. Cipher will rely on its valuation procedures to determine the appropriate price to effect the transaction.

Item 12. Brokerage Practices

Best Execution

In placing portfolio transactions for its Clients, Cipher seeks to obtain “best execution” for them, meaning that it generally seeks execution of securities transactions in such a manner that a Client’s total costs or proceeds are most favorable under the circumstances. Accordingly, in seeking best execution, Cipher takes into consideration factors such as price; transaction costs; a broker-dealer’s ability to effect the transactions; a broker-dealer’s facilities, reliability and financial responsibility; commitment of capital; quality of research; access to deal flow; and other factors that are deemed appropriate to consider under the circumstances.

In selecting broker-dealers, Cipher need not solicit competitive bids and has no obligation to seek the lowest available commission cost. Cipher does not always negotiate “execution only” commission rates and, in its sole discretion, may determine that the amount of commissions charged by a broker-dealer that is greater than the amount another broker-dealer might charge is reasonable in relation to the value of the brokerage and products or services provided by such broker-dealer.

In certain cases, Clients or their control persons provide Cipher with a list of approved counterparties and other financial intermediaries from which Cipher selects counterparties and other financial intermediaries to execute transactions for such Clients. To the extent that Cipher wishes to use a counterparty or other financial intermediary for a Client that is not included on such list, such counterparty may need to be reviewed and approved by such Client and/or its control persons.

On a quarterly basis, Cipher’s Chief Compliance Officer reviews and monitors Cipher’s trading activities for compliance with its best execution policy and procedures.

Soft Dollar Benefits

Soft dollar arrangements generally arise when an investment adviser obtains products and services, other than securities execution, from a broker-dealer in return for directing client securities transactions to the broker-dealer. Soft dollar arrangements may pose a conflict of interest for Cipher in that such arrangements allow Cipher to pay with Client brokerage commissions expenses that would otherwise be borne by Cipher. In the event that Cipher uses Client brokerage commissions (or markups or markdowns) to obtain research or other products or services, Cipher could receive a benefit because it would not have to produce or pay for the research, products or services.

Currently, Cipher does not use soft dollars. However, Cipher may use full-service broker-dealers with which it does not have soft dollar arrangements that provide research or other products or services to most or all of their customers, without being requested to do so. Cipher on occasion may receive and use research provided by these broker-dealers.

If Cipher utilizes soft dollars to obtain research or other products or services, Cipher will receive a benefit because it will not have to produce or pay for the research, products or services. Cipher also may have an incentive to select a broker-dealer based on its interest in receiving the research

or other products or services, rather than on its Clients' interest in receiving most favorable execution. However, as noted above, it is Cipher's policy to select broker-dealers based on its duty to seek best execution for Client transactions.

To the extent Cipher engages in any "soft dollar" arrangements, research and/or other services or products obtained with soft dollars generated by a Client's transactional activity may be used by Cipher to service Cipher's other Clients.

To the extent that Cipher uses soft dollars in the future, it intends to remain within the parameters of the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended.

During Cipher's last fiscal year, it acquired from broker-dealers, as part of their bundled services: (i) research, such as proprietary research, which may have been written or oral; (ii) research products, such as quotation services; and (iii) research services, such as research concerning markets, economic and financial data, a particular aspect of economics or on the economy in general; statistical information; pricing data and availability of securities; financial publications; electronic market quotations; performance measurement services; analyses concerning specific securities, companies, industries or sectors; market, economic and financial studies and invitations to attend conferences or meetings with management or industry consultants.

Aggregation of Trades

Cipher may, but is not required to, aggregate sales and purchase orders of securities being made simultaneously for more than one Client, if, in Cipher's reasonable judgment, such aggregation will result in an overall economic benefit to the pertinent Clients. Cipher may aggregate orders when rebalancing multiple accounts with the same strategy in the same basket with the same executing broker. In such cases, fills will be allocated *pro rata* based on each individual account's percentage of the total order.

Allocation of Investment Opportunities

Cipher will use its best judgment and act in a manner that it considers fair and reasonable in allocating investment opportunities among its Clients. When it is determined that an opportunity is suitable for more than one Client, Cipher will seek to allocate such opportunity on a fair (and equitable) basis, giving appropriate consideration to current capital exposure (as well as leverage) to the applicable strategy utilized by its Clients. Under certain circumstance, Cipher will consider other criteria when allocating such investment opportunities, including, among others, Client liquidity positions and requirements, tax and regulatory considerations, the relative amounts of capital available for new investments and the investment programs and positions of each Client.

Trade Errors

Cipher on occasion may experience errors with respect to trades made on behalf of Clients. Cipher attempts to minimize trade errors by promptly reconciling trade confirmations, trade tickets and other pertinent documents. In the event that a trade error occurs, the applicable Client will bear any net losses resulting from such error, unless the error occurred as a result of Cipher's

or its personnel's willful misconduct, bad faith or gross negligence or as otherwise provided in such Client's governing documents.

Item 13. Review of Accounts

Cipher's Portfolio Management Team, which includes Matthew Weishar, Cipher's Managing Principal, will review Cipher's positions held by each Client on a continual basis to determine that the investments held thereby remain consistent with the pertinent investment guidelines and restrictions.

Cipher also generally will review the performance of its positions held by each Client on an ongoing basis.

Each Client will receive reports as agreed upon in its Management Agreement. In certain cases, a Client's control persons have full Client transparency, including with respect to Cipher's trading activity. Such control persons review Cipher's trading activity on a regular basis and discuss such activity with Cipher as needed. As such, Cipher does not provide regular reports to such Clients.

Item 14. Client Referrals and Other Compensation

Not applicable.

Item 15. Custody

Cipher does not have custody over Client assets.

Item 16. Investment Discretion

Cipher generally has discretionary authority to determine the securities to be bought or sold for all or portion of its Clients' portfolios, in each case, subject to investment restrictions and guidelines specified in the relevant Management Agreement, which may be modified from time-to-time in consultation with each Client or its control persons. In addition, a Client or its control persons may, in certain situations, impose restrictions on Cipher's ability to invest in certain securities, types of securities or particular issuers.

Cipher is granted its authority to trade on behalf of its Clients pursuant to limited powers of attorney included within the pertinent Management Agreements.

Item 17. Voting Client Securities

Consistent with its Management Agreements, Cipher generally does not vote proxies with respect to securities held in Client accounts, though it may do so in certain limited circumstances.

In the event Cipher does vote a proxy with respect to a security held in a Client account, it will vote in the manner it believes to be consistent with efforts to achieve a Client's stated investment objectives.

In circumstances where Cipher votes a proxy, Cipher follows procedures designed to identify conflicts or potential conflicts that could arise between its own interests and those of its Clients. If it is determined that any such conflict or potential conflict is not material, Cipher may vote proxies notwithstanding the existence of the conflict. If it is determined, however, that a conflict of interest or potential conflict of interest is material, one or more methods may be used to resolve the conflict.

Upon request from a Client to the address listed on the cover page, Cipher will provide such Client with a copy of its Proxy Voting Policy and Procedures and/or a record of all proxy votes cast on behalf of that Client.

Item 18. Financial Information

Cipher has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Clients.