

ITEM 1 COVER PAGE

PART 2A OF FORM ADV: FIRM BROCHURE

SPIRE CAPITAL MANAGEMENT, LLC

March 19, 2014

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THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF SPIRE CAPITAL MANAGEMENT, LLC. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT (212) 218-5454 OR DSTEWART@SPIRECAPITAL.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.

ADDITIONAL INFORMATION ABOUT SPIRE CAPITAL MANAGEMENT, LLC ALSO IS AVAILABLE ON THE SEC'S WEBSITE AT WWW.ADVISERINFO.SEC.GOV.

REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR NOTICE FILING WITH ANY STATE SECURITIES AUTHORITY DOES NOT IMPLY A CERTAIN LEVEL OF SKILL OR TRAINING.

ITEM 2 MATERIAL CHANGES

- Item 4:
 - Correction to Adviser ownership list;
 - Clarification of limited type of securities transactions engaged in;
 - Removal of sub-headings;
 - Update to Assets under Management as of 12/31/2013;
- Item 5:
 - Elimination of excess description of fees charged by Funds in favor of general description with reference to Fund documents;
 - Removal of sub-headings;
 - Addition of types of additional compensation received by Adviser;
- Item 6:
 - Addition of carried interest disclosures;
- Item 7:
 - Addition of general types of investors within Funds;
- Item 8:
 - Addition of description of investment process;
 - Elimination of excess descriptions of risks in favor of reference to Fund documents for more detail;
 - Addition of disclosure regarding fair valuation of private securities;
- Item 10:
 - Removal of sub-headings;
 - Addition of General Partner as related person of Adviser;
- Item 11:
 - Elimination of excess language in favor of disclosure of material elements of Code of Ethics;
 - Removal of sub-headings;
 - Addition of description of manner in which employees are authorized to invest in portfolio companies;
- Item 12:
 - Addition of disclosures related to payment of investment banking commissions for sale of portfolio companies;
- Item 13:
 - Removal of sub-headings;
- Item 14:
 - Removal of sub-headings;
 - Addition of disclosures related to new solicitation arrangement;
- Item 15:
 - Elimination of excess language within custody section re-stating the rules;
- Item 17:
 - Elimination of language re-stating proxy rules and addition of disclosures related to voting related to private securities;

- Miscellaneous:
 - As of December 31, 2013, Spire Capital Partners III, LP., a newly organized private equity fund advised by Spire Capital Management, LLC, a Delaware limited liability company ("the Adviser") had four closings in which it received capital commitments of \$139,800.00.

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ITEM 4 ADVISORY BUSINESS

Spire Capital Management, LLC, a Delaware limited liability company (the "Adviser"), launched in November 2006 with its principal office in New York. The principal owners are Andrew J. Armstrong, Jr., Bruce M. Hernandez, Richard H. Patterson; and Sean C. White.

The Adviser and its affiliates (the "Affiliates" or the "Advisers") provide administrative and/or investment management services to U.S. limited partnerships and limited liability companies (each a "Private Fund" or a "Client", and one or more collectively, the "Private Funds"), and one or more single investment special purpose investment vehicles (each an "SPY" or a "Client") (more than one Client, collectively "Clients") based on their respective investment objectives. The Advisers tailor their advisory services as described in the investment program of the relevant Client's private placement memorandum, as set forth in such Client's organizational documents and/or as set forth in the investment management agreement with such Client. The Adviser's investment program is limited to private equity securities. Please refer to Item 8 for a more detailed description of the Advisers' investment strategies as well as the securities and other instruments purchased by the Advisers on behalf of the Clients.

As of the date hereof, the Advisers provide administrative and/or investment management services to the following Private Funds: Spire Capital Partners, L.P., Spire Capital Partners Parallel Fund, L.P., Spire Investments, LLC, Spire Capital Partners II, L.P., ("SCP II") Spire II Co-Investment, LLC, Spire Capital Partners III, L.P. ("SCP III") and Spire III Co-Investments, LLC all of which are single investment purpose investment vehicles formed under the laws of the State of Delaware.

The Advisers tailor their advisory services as described in the investment program of the relevant Client's private placement memorandum or as set forth in such Client's organizational documents (*e.g.* a Client's limited liability company agreement) and/or as set forth in the investment management agreement with such Client.

In addition, the Advisers have the right to enter and have entered into agreements, such as side letters, with certain underlying investors of the Private Funds (each an "Investor", and collectively "Investors") that may in each case provide for terms of investments that are more favorable to the terms provided to other Investors. Such terms may include the waiver or reduction of management and/or incentive fees/allocations, the provision for additional information or reports, rights related to specific regulatory requests of certain clients, more favorable transfer rights and more favorable liquidity rights.

Persons reviewing this Form ADV Part 2A should not construe this as an offering of any of the Private Funds described herein, which will only be made pursuant to the delivery of a private placement memorandum to prospective investors.

The fair market value of client assets managed by Adviser as of December 31, 2013 on a discretionary basis was \$289,863,376.00.

ITEM 5 FEES AND COMPENSATION

Generally, management fees are charged at a rate of 2.0% per annum -- during the Investment Period, such fee is calculated as a percentage of total capital committed and, during the period thereafter, as a percentage of the total capital contributions that were used to fund the cost of remaining portfolio

company investments, less the cost of any such investment that has been written -off. Management fees are reduced by a percentage of break-up fees, transaction fees, monitoring fees and all placement fees paid. Proceeds realized upon the disposition of assets are distributed in accordance with the terms of the Private Placement Memorandum (“PPM”) and Limited Partnership Agreement (“LP Agreement”) through a tiered schedule. The Adviser and its Affiliates may also receive performance fees in the form of carried interest, discussed in greater detail in Item 6 below. A complete description of all fees and compensation are contained within each Fund’s PPM and LP Agreement.

Management fees are paid quarterly in advance. Management fees, incentive fees and carried interest are deducted directly from each Client account. The Adviser and/or its Affiliates may waive all or part of any management fee and/or carried interest to which it may otherwise be entitled from any Client.

The Adviser and/or its Affiliates may receive certain fees from companies in which they have invested on behalf of Clients and/or in connection with transactions (*e.g.*, break-up, transaction, and portfolio company monitoring fees). Investors in a Client invested in such companies will receive a benefit from such fees only to the extent set forth in the PPM and/or LP Agreement of such Client.

A Client may bear the following expenses: investment-related expenses (*e.g.* costs and expenses associated with the investigation of investment opportunities (whether or not consummated), negotiating, financing, sourcing, acquiring, holding, settling and disposing of its investments or proposed investments and other transaction costs, including travel expenses, transaction fees, consulting advisory, investment banking, legal and other professional fees relating to investments or contemplated investments, investment banking or brokerage commissions, information-related expenses, and certain expenses of the operations team as described below), expenses incurred in the collection of monies owed to the Client, legal, auditing and accounting expenses (including expenses associated with the preparation of such Client's financial statements, tax returns and schedule K-1s), reasonable expenses of such Client's advisory board and its member insurance expenses (including directors' and officers' insurance, errors and omission insurance and other similar policies), fees and expenses of such Client's administration, any entity-level taxes, fees or other governmental charges levied against the Client or any special purpose vehicle or alternative investment vehicle, all litigation-related and indemnification expenses, wind-up and liquidation expenses, extraordinary expenses and expenses comparable to any of the foregoing.

Neither the Adviser, its Affiliates, nor any of their supervised persons accepts compensation for the sales of securities or other investment products.

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

The Adviser's Affiliates receive performance-based compensation in the form of carried interest with respect to the following Private Funds: Spire Capital Partners, L.P., Spire Capital Partners Parallel Fund, Spire Capital Partners II and Spire Capital Partners III. The existence of carried interest payable to the Adviser and/or an Affiliate may create an incentive for any of them to make riskier or more speculative investments on behalf of a Client than would be the case in the absence of this arrangement. Carried interest may also create an incentive for the Adviser to hold investments for longer periods of time so as to increase the amount of distributions to the General Partner. The Adviser’s compliance policies and procedures and Code of Ethics contain provisions prohibiting the favoring of Adviser, its supervised persons or other Clients.

ITEM 7 TYPES OF CLIENTS

The Clients to whom the Adviser or its Affiliates provide investment management services and advice are Private Funds and single investment special purpose investment vehicles.

The offering documents of each Client may set minimum amounts for investment by prospective investors in such Clients. These minimum amounts may be waived by the Adviser or an Affiliate.

Investors in the Funds may include pension plans, family offices, fund of funds, banks, insurance companies, governmental plans, foreign investors and individuals.

ITEM 8 METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Adviser generally pursues, or has pursued on behalf of its Clients, investments by the creation of a diversified portfolio focused on relatively small growth and buyout strategies in the following sectors: Business, Information, Education, Media and Communication companies. Investments generally tend to be active, lead and control investments. The Adviser's Investment Committee conducts a meeting with each investment team to review diligence materials, return information and specific market data for each potential investment. After reviewing all the information, the Investment Committee votes on the investment with a 3 of 4 majority vote required in order to make an investment. After consummating the investment, the investment team is charged with monitoring and reporting on the investment to the Investment Committee on a periodic basis.

Clients' investment portfolios may differ based on whether they concentrate their investment in a single one of these strategies, all of the strategies, or fewer of the strategies. A Client's investment portfolio may also differ based on its geographical focus, liquidity needs and other considerations.

The investment programs for each of the Clients involve a substantial degree of risk. The Adviser has listed certain risks below; however, these risks are not comprehensive. A more comprehensive description of the associated risks is contained in each Client's private placement memorandum, organizational documents or in the investment management agreement with such Client. In addition, while certain risks may be more important for certain investment strategies, certain risks may overlap investment strategies.

Illiquid and Long-Term Investments; Market Risks. An investment in a Client requires a long-term commitment, with no certainty of return. There most likely will be little or no near-term cash flow available to Investors. Many investments made by or on behalf of a Client by the Advisers will be highly illiquid, and there can be no assurance that the Advisers will be able to realize on such investments in a timely manner on behalf of such Client. In addition, in some cases, the Adviser may be prohibited by contract from selling certain securities on behalf of a Client for a period of time.

Availability of Suitable Investment Opportunities. The management buyout and private equity investment industry in which the Advisers are engaged on behalf of the Clients is highly competitive. There can be no assurance that the Advisers will be able to locate and complete investments which satisfy a Client's rate of return objectives or that the Advisers will be able to invest fully the committed capital of any Client.

Limited Number of Investments. The Advisers may participate in a limited number of investments on behalf of a Client and, as a consequence, the aggregate return to the Investors in such Client may be

substantially and adversely affected by the unfavorable performance of a single investment.

No Market for Interests; Restrictions on Transferability; No Withdrawal Rights. The interests acquired by Investors in each Client ("Interests") have not been registered under the Securities Act of 1933 (the "1933 Act") or the securities laws of any state or other jurisdiction, and cannot be resold unless they are subsequently registered under the 1933 Act and other applicable securities laws or an exemption from registration is available. It is not contemplated that registration of the Interests under the 1933 Act or other securities laws will ever be effected. There is no public market for the Interests and none is expected to develop. An Investor will also generally not be permitted to assign its Interests without the prior consent of the Adviser or one of its Affiliates, which may be withheld in such person's sole discretion. Investors may not, except in extraordinary circumstances, withdraw from the Client in which they are invested. Consequently, Investors may not be able to liquidate their interests prior to the expiration of the term applicable to such Client, and must be prepared to bear the risks of owning Interests for an extended period of time.

Currency Risk. Interests are denominated in U.S. dollars, while the Advisers may purchase investments on behalf of any Client in non-U.S. currencies. Therefore, fluctuations in currency rates may adversely affect the performance of such investments in non-U.S. issuers. Furthermore, investments outside the United States or denominated in non-currencies pose other currency exchange risks, including restrictions on repatriation of proceeds of investments, devaluation and non-exchangeability.

Risks of Investing in Developing Companies. The Advisers will make investments on behalf of Clients in developing companies. Such companies face significant risks including, among others, intense competition from companies with greater financial and other resources, an inability to grow as anticipated, lower than expected revenue and greater than expected costs, product obsolescence and lack of availability of qualified personnel.

Leverage. The Advisers, on behalf of the Clients, are expected to make investments that include companies whose capital structures may have significant leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. Although the Advisers seek to use leverage in a prudent manner, the leveraged capital structure of such investments increases their exposure to adverse economic factors such as downturns in the economy or deterioration in the condition of the company or its industry. Additionally, the securities acquired by the Advisers on behalf of the Clients will generally be the most junior in what may be a complex capital structure and thus subject to the greatest risk of loss.

Legal, Tax and Regulatory Risks. The regulatory considerations affecting the ability of the Advisers to achieve the investment objectives of any Client are complicated and subject to change. In addition, other legal, tax and regulatory changes could occur during any Client's term of that may adversely affect such Client, the companies in which it is invested or such Client's Investors.

Diverse Limited Partner Group. Investors may have conflicting investment, tax and other interests with respect to their investments in Clients. The conflicting interests of individual Investors may relate to or arise from, among other things, the nature of investments made by the Adviser or its Affiliates on behalf of the Client in which such Investors are invested, the structuring or the acquisition of such investments and the timing of disposition of such investments. In selecting and structuring investments appropriate for a Client, the Advisers will consider the investment and tax objectives of the Client as a whole, and not the investment, tax or other objectives of any of its Investors.

Fair Valuation of Securities. Due to the non-public nature of the investments in the Client portfolios, fair valuation is the primary means by which the portfolio investments are valued. The Adviser updates the fair market value of each security on a quarterly basis. The process uses each investment's financial statements, comparable public company multiples and, if applicable, private company transaction multiples and each investment's distribution agreement to derive fair market value. The Adviser's Investment Committee conducts a meeting with each investment team quarterly to review the fair market value and then votes on whether to accept the value as presented.

ITEM 9 DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to an evaluation of the Adviser's advisory business or the integrity of the Adviser's management by any present or prospective investor.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The General Partner for each Private Fund is a related person of the Adviser. There is little potential for conflict in allocating investment opportunities amongst Clients, because generally only one pool is investing in platform opportunities at any point in time.

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

The Adviser has implemented a Code of Ethics and Business Conduct policy (the "Code of Ethics"), that prohibits employees from engaging in transactions with respect to the securities of any issuer, public or private, subject to certain limited exceptions. The Code of Ethics specifies and prohibits certain types of transactions and establishes general guidelines for the conduct of the personnel of the Advisers as well as clearance and/or reporting requirements and enforcement procedures.

All employees are required to place the interests of the Clients and Investors before their own. All permitted personal transactions in securities by employees must be accomplished so as to avoid conflicts of interest in the part of such personnel with the interests of the Clients. All employees must avoid actions or activities that allow a person to profit or benefit from their position with respect to the Clients or that otherwise improperly bring into question the person's independence or judgment. All employees must report any violation(s) of the Code of Ethics or inappropriate behavior to the Adviser's Chief Compliance Officer. All employees must comply with all applicable laws, rules and regulations including the Federal securities laws. The Code of Ethics also contains general prohibitions against fraud, deceit and manipulation, as well as additional restrictions and requirements regarding gifts, entertainment and outside activities.

Adviser personnel are permitted to invest in portfolio companies only through direct investment in the Co-Investment vehicles for each Fund, generally through an ownership interest in the General Partner of that Fund, therefore any potential conflicts of interest are avoided.

ITEM 12 BROKERAGE PRACTICES

From time to time, the Adviser may choose the investment banks (i.e. broker-dealers) to handle the sale of a portfolio company and negotiate the terms of the investment banks' engagement, including the fees to be paid to the investment bank. In determining which investment banks to engage, the Adviser typically takes into consideration the investment banks' financial condition, reputation, prior deals and industry expertise

and contacts.

ITEM 13 REVIEW OF ACCOUNTS

The Adviser performs various monthly, quarterly, annual and other periodic reviews of the Clients' portfolios. Monthly reviews include portfolio financial performance. Quarterly reviews include portfolio valuation reviews by the Adviser's Investment Committee. Periodic reviews include portfolio monitoring by the Adviser's Chief Financial Officer. A review of a Client account may be triggered by an unusual activity or special circumstance.

Investors in each Client receive from the Adviser or its Affiliates, typically in an electronic format, unaudited quarterly reports providing summary financial and other information on the Client in which such Investor is invested. The Adviser or its Affiliates may provide certain Investors with information on a more frequent and detailed basis if agreed to by the Adviser or its Affiliates. In addition, the Adviser or its Affiliates provide to Investors in each Client, typically in an electronic format, audited financial statements concerning the Client in which they are invested and tax information necessary for the completion of such Investor's tax return within 120 days of the end of the Client's fiscal year.

Investors are also provided with performance and other detailed information so that each Investor can monitor its investment in each relevant Client. The Adviser welcomes inquiries from Investors in the event any Investor desires information not contained in the Adviser's Form ADV Part 1, Form ADV Part 2 or other relevant offering material or Client reports.

In addition, with respect to Spire Capital Partners I, Spire Capital Partners Parallel Fund, SCP II and SCP III, the Adviser and its Affiliates will hold an annual meeting or conference call for such Clients' respective Investors.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser does not receive economic benefits from non-Clients for providing investment advice and other advisory services.

The Adviser has entered into a written agreement with Aqueduct Capital Group, LLC a registered broker-dealer to solicit certain types of prospective investors to SCP III. The Adviser has also entered into a written agreement with Venture Capital Partners Limited., a United Kingdom-based financial services firm regulated by the Financial Conduct Authority, to solicit certain types of prospective investors to SCP III.

The Adviser or an Affiliate may in the future enter into additional agreements with third party Placement Agents or others to solicit investors in the Private Funds and such arrangements will generally provide for the compensation of such person for their services at the Adviser's or Affiliate's expense.

ITEM 15 CUSTODY

The Adviser is considered to have custody of Client assets because the security interests are non-certificated private investments and as such are not required to be held by a Qualified Custodian. Adviser additionally is considered to have custody due to the fact that the General Partners of the Private Funds are related persons. Lastly, Adviser has constructive custody due to the fact that it directly debits its fees from Client accounts. The Adviser complies with the requirements of the audit exemption from certain requirements of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended. Each Private Fund undergoes an annual audit

by an independent accountant registered with the Public Company Accounting Oversight Board. Each such audited financial statement is prepared in accordance with Generally Accepted Accounting Principles and is distributed to all Investors within 120 of each Fund's fiscal year end. Custody of Client funds are held by a Qualified Custodian.

ITEM 16 INVESTMENT DISCRETION

The Adviser or its Affiliates have been appointed as the investment manager, management company, manager or general partner of each Client with discretionary investment authorization over the assets of each such Client. The Adviser or its Affiliates have full discretionary authority with respect to investment decisions, and its advice with respect to each Client is made in accordance with the investment objectives and guidelines as set forth in such Client's respective private placement memorandum, if any, investment management agreement or other organizational document. The Adviser or its Affiliates assume discretionary authority to manage the investment and other activities of each Client through the execution of investment management agreements or through the organizational documents of such Client (*e.g.* such Client's limited partnership agreement, operating agreement, etc.).

ITEM 17 VOTING CLIENTS' SECURITIES

The Adviser does not generally intend to hold publicly traded securities on behalf of its clients. In the event that the Adviser is required to obtain publicly traded securities as part of its acquisition, holding or disposition of assets for any of its funds/clients, it shall adopt a proxy voting policy consistent with the requirements of the Advisers Act and the rules thereunder and shall disclose the policy to its clients.

To the extent that the actions by the Adviser and/or its representatives act on behalf of a portfolio company held for the benefit of any client is deemed to be an exercise of "voting authority with respect to client securities" within the meaning of Rule 206(4)-6 under the Advisers Act, the Adviser shall act in a manner consistent with such client's best interests when executing such authority. It is anticipated that the alignment of interests between a fund/client and the interests in the portfolio companies held on its behalf will raise conflicts of interest issues. If a potential conflict of interest does arise, the CCO will review the relevant vote to ensure adherence with the Adviser's policies.

ITEM 18 FINANCIAL INFORMATION

The Adviser is not required to include a balance sheet for its most recent financial year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.