

G2 Investment Partners Management LLC

Part 2A of Form ADV The Brochure

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June 1, 2014

This brochure provides information about the qualifications and business practices of G2 Investment Partners Management LLC (“G2 Investment Partners” or the “Company”). If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer, Tom Perrone, at (212) 235-0281.

G2 Investment Partners is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about G2 Investment Partners also is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

This item is not applicable at this time. In the future, this item will include a summary of material changes that occurred since G2’s last annual update of Form ADV Part 2A.

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Advisory Business

G2 Investment Partners is a Delaware Limited Liability Company formed in August 2009 by Portfolio Manager and principal owner Josh Goldberg.

G2 Investment Partners manages the assets of three private funds - G2 Investment Partners LP (the “Onshore Fund”), G2 Investment Partners QP LP, (the “Master Fund”), and G2 Investment Partners Offshore Ltd. (the “Feeder Fund”), (each a “Fund” and collectively, the “Funds”). G2 Investment Partners launched the Onshore Fund on October 1, 2009. The Feeder Fund was launched on March 1, 2010. The Master Fund was formed on December 7, 2012 and was launched on January 1, 2013. G2 Investment Partners GP LLC (the “General Partner”) which is a related entity of G2 Investment Partners, serves as the general partner to the Master Fund and the Onshore Fund. The Funds are not registered under the Securities Act of 1933 or the Investment Company Act of 1940. Accordingly, interests or shares in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions. Any such offer or solicitation of interests will be made pursuant to the confidential private offering memorandum (“POM”) for the Funds which should be read carefully prior to investing for a description of the merits and risks of such an investment.

G2 Investment Partners’ investment objective seeks to generate superior risk-adjusted returns by investing primarily in U.S. listed stocks using a bottom-up fundamental analysis approach. This approach coincides with a conservative portfolio structure and thoughtful risk management.

As of April 30, 2014, G2 Investment Partners managed approximately \$585,418,000 of regulatory assets under management on a discretionary basis in the Funds.

Fees and Compensation

G2 Investment Partners generally charges a quarterly management fee plus a performance based allocation in accordance with each Fund's POM, depending on the series or class of the relevant Fund. The only distinctions among series or classes are that they are subject to different management fees and performance based allocations and have different redemption rights. G2 Investment Partners may waive or modify fees for investors that are members, employees or affiliates of the Company, relatives of such persons, and for certain large or strategic investors.

The Company and General Partner are entitled to receive fees and compensation as stated below. The information provided in this brochure regarding fees and expenses is not intended to be complete or final and is qualified in its entirety by the POM for the applicable Fund. Investors should read and review the POM of the Fund in which they are invested to fully understand the types of fees and expenses that are paid for by each Fund.

Management Fees

Depending on the series or class, the Funds pay a quarterly management fee calculated at an annual rate ranging from 1% to 1.5%. The management fee is paid quarterly in advance, based on the value of the assets of each capital account as of the first business day of each calendar quarter. The management fee will be adjusted for contributions and withdrawals made during the quarter.

Performance Based Allocation

At the end of each fiscal year, the General Partner will receive an incentive allocation, depending on the series or class, calculated at an annual rate ranging from 10% to 20% of the net profits allocated to an investor's capital account. Net profits include net unrealized gains and losses, if any. When calculating the incentive allocation, the management fee will be deducted in calculating the net profit or net loss and all items of income, loss and expense incurred at the Fund level, as applicable, will be taken into account.

The incentive allocation is subject to a "loss carryforward" provision. Under the loss carryforward provision, no incentive allocation will be made to the General Partner until any net loss previously allocated to an investor's capital account or series has been offset by subsequent net profits. Any such loss carryforward will be subject to reduction for withdrawals on a pro rata basis.

To the extent an incentive allocation is allocated at the Master Fund level, no incentive fee will be paid or allocated at the Feeder Fund level.

Expenses

In addition to the fees noted above, investors will also bear indirectly the fees and expenses charged to the Funds. The Investment Manager will pay all overhead expenses, including salaries, rent and all of its operating costs. All other expenses are paid by the Funds and include, without limitation: legal, compliance, administrator, audit and accounting expenses (including third party

accounting services); organizational expenses; investment expenses such as commissions, research fees and expenses (including research-related travel); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund-related insurance costs; expenses of independent members of the Advisory Committee; Directors' fees and expenses; costs associated with any regulatory filings attributable to the assets of the Funds; and any other expenses related to the purchase, sale or transmittal of Fund assets. Organizational expenses of the Funds will be amortized over a period of up to 60 months.

Performance Based Allocation and Side-by-Side Management

The Company and the General Partner of the Funds are entitled to be paid performance based compensation by the Funds. G2 Investment Partners has designed a compensation structure that aligns the interests of its employees with those of the investors in the Funds. Performance based compensation may create an incentive for G2 Investment Partners to make more speculative investments and make decisions with regard to the timing or manner of the realization of such investments for the Funds, than would be made in the absence of such performance based compensation. In addition, performance based compensation received by the Company and General Partner is primarily based on realized and unrealized gains and losses. As a result, performance based compensation earned could be based on unrealized gains that the Funds may never realize.

Types of Clients

G2 Investment Partners serves as investment manager to the Funds. The Funds operate as pooled investment vehicles and are organized as a stand-alone fund (Onshore Fund) and a “master-feeder” structure. Investors in the Funds are financially sophisticated individuals and institutional investors. Although G2 Investment Partners has the authority to accept subscriptions for any lesser amount, the minimum investment size in a Fund generally ranges from \$1,000,000 to \$15,000,000 depending on the series or class of the relevant Fund.

Depending on the Fund, Investors must be “qualified purchasers” within the meaning of the Investment Company Act of 1940 and “accredited investors” within the meaning of Regulation D under the Securities Act of 1933. In addition, each U.S. Investor in any of the Funds that is charged the performance based allocation described in the **Performance Based Allocation and Side-by-Side Management** section above, must also satisfy the eligibility requirements of a “qualified client” as set forth in Rule 205-3 under the Advisers Act.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategy

G2 Investment Partners' investment objective is to seek to achieve superior risk-adjusted returns by investing primarily in U.S. publicly traded stocks using a bottom-up fundamental analysis approach. The Funds are primarily small-mid cap focused funds and invest, both long and short, primarily in a portfolio of companies in growth industries, largely in companies with market

capitalizations of under \$2 billion at the time of investment. The Funds may buy or sell derivative instruments if the Company believes that doing so is a desirable way to maximize investment returns. The Funds may also use index options, on occasion, to hedge the overall portfolio. A significant portion of the Funds' assets are currently invested in technology, telecommunications, media and consumer related companies. G2 Investment Partners may utilize leverage, not expected to exceed 150% of the Partnership's total gross capital, in executing its investment strategy.

G2 Investment Partners' research process focuses primarily on variant perception. Variant perception refers to the process of taking a view that is meaningfully different from market consensus in order to anticipate investment opportunities ahead of the market. G2 Investment Partners seeks to identify companies that are on the cusp of earnings surprises, both positive and negative. Once the research team pinpoints these companies through quantitative screening or other techniques, fundamental research is performed on each possible investment. The Company's own modeling of income statements and balance sheet analysis form the base of the quantitative analysis. In addition, G2 Investment Partners believes that conversations with company management and competitors as well as visits to the company's offices are essential to making an educated decision about whether to invest.

Investment Risk

Risks are determined and actively managed for each portfolio investment based upon fundamental research as well as G2 Investment Partners' assessment of market conditions and other circumstances specific to each investment. G2 Investment Partners attempts to minimize portfolio risk by diversifying across a broad spectrum of securities with very few concentrated positions. The Funds' typical large position size varies from 3-6% on the long side and 2-4% on the short side.

G2 Investment Partners has implemented proprietary risk management techniques that allow it to dynamically monitor its investment portfolio using attribution and other statistical performance metrics. Along with actively monitoring the Funds' portfolio to determine whether any changes are appropriate, the Company will break down the Funds' performance to an industry and portfolio structure level so that G2 can learn about its specific attributions.

An investment in the Funds involves significant risks, including the risk of significant loss of capital. There can be no assurance that the Funds' objectives will be achieved or that an investor will receive any return on its investment in a Fund. The Funds' performance may be volatile. An investment should only be considered by persons who can afford a loss of their entire investment. An investment in a Fund will be suitable only for certain financially sophisticated qualified investors.

Below is a non-exhaustive summary of risks relevant to an investment in the Funds. Prospective investors should carefully read the disclosures pertaining to these risks and others in the applicable PPM. The information provided in this brochure is not intended to be complete or final and is qualified in its entirety by the PPM or other governing documents of each Fund.

Equity Investments. The Funds invest substantially in equity and equity derivative securities. Certain options and other equity-related instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risks of loss.

Non-U.S. Securities. Investing in securities of non-U.S. companies and governments that are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the United States government or United States companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Reliance on Key Management Personnel. The success of the Funds will depend, in large part, upon the skill and expertise of the management team of G2 Investment Partners. In the event of the death, disability or departure of key members of the Company, the business and the performance of the Funds may be adversely affected.

Limited Liquidity. There is no organized secondary market for investors' interests in the Fund, and none is expected to develop. There are restrictions on withdrawal and transfer of interests in the Fund.

Leverage. The use of leverage exposes the Fund to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Fund not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions, and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Fund's cost of borrowing such funds.

Short Selling. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Fund's portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Small to Medium Capitalization Companies. The Funds invest in the stocks of companies with small-to medium-sized market capitalizations. While the G2 Investment Partners believes these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. While the Company will strive to maintain a very liquid portfolio, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Disciplinary Information

G2 Investment Partners and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's evaluation of the Company or its personnel.

Other Financial Industry Activities and Affiliations

As noted in the **Advisory Business** section, the General Partner of the Master Fund and Onshore Fund is a related entity of G2 Investment Partners. Additionally, the Funds themselves may be considered related entities of G2 Investment Partners. Otherwise, G2 Investment Partners and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

Pursuant to Rule 204A-1 under the Advisers Act, G2 Investment Partners has adopted a written Code of Ethics (the "Code") that requires the Company to put the interests of its Funds before its own interests and to use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, trading, and engaging in other professional activities. The Code requires that G2 Investment Partners and its employees comply with the spirit and the letter of the federal securities laws, and rules that govern capital markets, at all times. Investors and prospective investors may obtain a copy of the Code by contacting G2 Investment Partners at the address or telephone number listed on the first page of this brochure.

G2 Investment Partners' Code requires employees to: (i) pre-clear certain personal securities transactions; (ii) report personal securities transactions on at least a quarterly basis; and (iii) provide G2 Investment Partners with a detailed summary of certain holdings, both initially upon commencement of employment and at least annually thereafter, over which such employees have control and beneficial interest. G2 Investment Partners' reporting requirements and restrictions on personal securities trading apply to employees, as well as employees' immediate family members living in the same household.

Employees must receive pre-clearance from the Chief Compliance Officer for all personal security transactions, including all transactions involving IPOs, Private Placements and investments in private funds, except for broad-based ETFs, options on broad-based ETF's, open-end registered investment companies and transactions taking place in the Exempted Securities, as noted in the Company's Code. G2 Investment Partners generally prohibits employees from trading in securities that are being considered for the Funds, as well as securities already held by the Funds. The Chief Compliance Officer does not grant preclearance where it would appear that an employee's trading could disadvantage the Funds.

G2 Investment Partners serves as the manager and investment adviser to the Funds and employees of the Company may have a material investment in the Funds. Therefore, G2 Investment Partners is generally considered to participate in transactions effected for the Funds. The Company does not believe any material conflicts of interest are presented by this arrangement as the interests of its employees are aligned with the interest of investors in the Funds.

Brokerage Practices

Broker Selection and Best Execution

G2 Investment Partners is authorized to determine the broker- dealer to be used for each securities transaction for the Funds. In selecting broker-dealers to execute transactions, G2 Investment Partners need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Company's practice to negotiate "execution only" commission rates, thus the Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission rate. In determining the broker or dealer to be used for each securities transaction, G2 Investment Partners will conform to and be in accordance with the provisions of the POMs.

In selecting broker-dealers and negotiating commission rates, G2 Investment Partners will take into account the financial stability and reputation of brokerage firms, and the research, brokerage, or other services provided by such brokers. The Company may place transactions with a broker-dealer that (i) provides the Company, or an affiliate, with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to the Funds or other products advised by G2 Investment Partners, if otherwise consistent with seeking best execution; provided G2 Investment Partners is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

G2 Investment Partners may from time to time engage brokerage firms with associated persons that invest in the Funds. However, G2 Investment Partners does not consider this as a factor in selecting brokers.

Although G2 Investment Partners will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting broker-dealers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable.

Soft Dollars

G2 Investment Partners executes Fund transactions and generates "soft dollar credits" through soft dollar brokers to pay for both research and brokerage products/services.

The Company will limit the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e) of the

Securities Exchange Act of 1934. Within the last fiscal year, research services may have included research reports including market research, certain financial newsletters and trade journals, software providing analysis of securities portfolios, corporate governance research and rating services, attendance at certain seminars and conferences, discussions with research analysts, meetings with corporate executives, consultants' advice on portfolio strategy, data services including services providing market data, company financial data and economic data, and advice from brokers on order execution. Brokerage services may have included services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services), trading software operated by a broker-dealer to route orders, software that provides trade analytics and trading strategies, software used to transmit orders, clearance and settlement in connection with a trade, routing settlement instructions, post trade matching of trade information, and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

Many brokers or dealers provide G2 Investment Partners with access to proprietary research reports (such as standard investment research) which are used to manage the Funds. To the best of the Company's knowledge, these reports are generally made available to all institutional investors doing business with such broker-dealers and without regard to the rates of commissions charged or paid by G2 Investment Partners or the volume of business G2 Investment Partners directs to such broker-dealers. Since the reports are merely made available by broker-dealers as part of a bundled business package, who may or may not use them, G2 Investment Partners understands that such broker-dealers do not set discrete prices for the reports.

Soft dollar credits are assets of the Funds that must be treated with appropriate care. All new soft dollar products and services must be reviewed and approved by the Chief Compliance Officer. The Chief Compliance Officer, or his designee, reviews soft dollar accrual and expenditure reports sent by brokers or dealers on a regular basis. If G2 Investment Partners develops large credit balances, the Chief Compliance Officer will consider whether the Funds are paying unnecessarily high commissions. Conversely, if G2 Investment Partners develops large deficits, the Chief Compliance will evaluate whether the Company should curtail its soft dollar spending or take other actions in order to avoid the appearance that G2 Investment Partners must trade excessively in order to reduce its soft dollar deficits. The Company will evaluate soft dollar arrangements as part of periodic best execution reviews.

Investment and trading personnel are responsible for identifying those broker-dealers who have provided research and execution services that G2 Investment Partners considers useful to its investment decision-making process on a periodic basis.

Allocation and Aggregation of Orders

As it relates to the master-feeder structure, all trades are executed by the Master Fund; the Feeder invests substantially all of their assets in the Master Fund. In allocating trades and investments between the Master Fund and the Onshore Fund, G2 Investments strives to treat the Funds on a *pari passu* basis. G2 Investment Partners may make exceptions to its trade allocation procedures as long as the affected Funds receive fair treatment. G2 Investment Partners allocates the profit and loss from new issues only to those investors in the Funds who may, pursuant to FINRA Rules 5130 and 5131, participate in such allocations.

Trade Errors

The Company has established trade processes and procedures designed to reduce the likelihood of errors and, in its sole discretion, will determine what constitutes a trade error.

G2 Investment Partners' general policy is to seek to identify and correct any trade errors promptly and in a way that mitigates any losses. Trade errors in the Funds will be borne by the Fund unless an error is the result of gross negligence, willful misconduct or violation of applicable laws by G2 Investment Partners.

Review of Accounts

G2 Investment Partners performs daily, weekly, monthly, quarterly, and periodic reviews of the Fund's portfolio. The Funds are reviewed on a continuous basis by the Portfolio Manager and other investment personnel. All investment personnel regularly hold informal meetings to discuss investment ideas, economic developments, current events, and other issues related to current portfolio holdings and potential investment opportunities.

Monthly investor statements will be sent by G2 Investment Partners' Administrator and Registrar (for investors in the Feeder Fund) generally within ten business days after month end. In addition, monthly letters and monthly statistical information will be sent to all investors. The monthly letters will provide a qualitative discussion of G2 Investment Partners' portfolio positioning, outlook and performance will be provided in monthly updates. Mid-month and month end performance estimates will be provided upon request. Monthly statistical reports will include monthly net performance of a Series A and B investor in our Onshore Fund; aggregate gross and net exposure; aggregate gross long and short contribution; top 5 winners and losers by sector and their percentage of contribution, and breakdown of portfolio exposure by industry sector. All short ideas will be anonymous. Investors also receive audited financial statements within 120 days of the applicable Fund's fiscal year.

In addition, at the request of certain of our investors due to legal/regulatory constraints that must be followed by some of our underlying investors and/or the specific needs and requests by certain investors, G2 Investment Partners may at its discretion, agree to provide certain investors more frequent reports and/or certain other reports than those described above.

Client Referrals and Other Compensation

G2 Investment Partners does not compensate any third parties for client or investor referrals. G2 Investment Partners does not receive any economic benefits from non-clients relating to the provision of investment advice.

Custody

G2 Investment Partners is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a Fund or otherwise withdrawing funds from a Fund. Accordingly, G2 Investment Partners is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). The Funds assets are held in custody by unaffiliated, long-standing broker-dealers or banks, all of whom are qualified custodians as the term is defined in the Custody Rule. The Funds are subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the Funds audited financial statements are sent to all investors within 120 days of the end of the Fund's fiscal year.

Investment Discretion

Each Fund's governing document provides that the General Partner or the Company has exclusive and absolute discretion and authority in managing and controlling the business and affairs of such Fund, subject only to specific and express limitations provided therein. G2 Investment Partners has discretionary authority to determine, without obtaining specific consent from investors, the securities and the amounts to be bought or sold on behalf of the Funds.

G2 Investment Partners' investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in the POM and/or other governing documents. The Company entered into an investment management agreement, or similar agreement, with each Fund, pursuant to which G2 Investment Partners was granted discretionary trading authority.

The Company has discretion to agree with certain investors to waive or modify the application of certain terms applicable to such investor in a "side letter" or in any other manner, without obtaining the consent of any other investor in such Funds. For example, G2 Investment Partners may agree to, among other things, more frequent liquidity, special rights to make future investments in the funds, waiver of the applicable minimum investment amounts, reduction or waiver of fees, rights to receive reports from the Funds on a more frequent basis or that include information not provided to other investors (e.g., more detailed information regarding portfolio positions).

Voting Client Securities

G2 Investment Partners has the authority to vote client securities and has implemented proxy voting policies and procedures in accordance with securities laws and its fiduciary obligations to its clients.

It is G2 Investment Partners' policy to exercise voting rights on behalf of the Funds in the interest of maximizing the value of the Funds' assets. To that end, G2 Investment Partners will vote in a way that it believes, consistent with its fiduciary duty, will, over time, cause the value of the

investment to increase the most or decline the least. Consideration will be given to both the short and long term implications of the proposal to be voted on when considering the optimal vote. G2 Investment Partners has in place voting procedures designed to enable G2 Investment Partners to resolve material conflicts of interest that may arise between G2 Investment Partners and its clients before exercising voting rights.

G2 Investment Partners is not required to vote every client proxy and abstaining from voting client proxies should not necessarily be construed as a violation of G2 Investment Partners' fiduciary obligations. G2 Investment Partners shall at no time ignore or neglect its proxy voting responsibilities. However, there may be times when refraining from voting is in the Funds' best interest, such as when the Company's analysis of a particular client proxy reveals that the cost of voting the proxy may exceed the expected benefit to the Fund.

G2 Investment Partners' Chief Compliance Officer will reasonably try to assess any material conflicts between G2 Investment Partners' interests and those of its Funds with respect to proxy voting. So long as there are no material conflicts of interest identified, G2 Investment Partners will vote proxies according to the policy set forth above. G2 Investment Partners may also elect to abstain from voting if it deems such abstinence in its clients' best interests.

If the Chief Compliance Officer detects a conflict of interest, G2 Investment Partners will, at its expense, engage the services of an outside proxy voting service or outside counsel who will provide an independent recommendation and/ or advice on the direction in which G2 Investment Partners should vote on the proposal.

The Funds generally cannot direct G2 Investment Partners' proxy votes.

A copy of G2 Investment Partners' proxy voting policies and procedures is available upon request by contacting G2 Investment Partners at the telephone number or address found on the initial page of this brochure.

G2 Investment Partners, on a case by case basis, will determine whether a Fund will participate in a recovery achieved through a class action.

Financial Information

G2 Investment Partners has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Funds' assets.