

## **FORM ADV – PART 2A**

### **Uniform Application for Investment Adviser Registration**

Revised February 2015

This brochure provides information about the qualifications and business practices of Signia Capital Management, LLC (“Signia”). If you have any questions about the contents of this brochure, please contact David Krebs, Chief Compliance Officer, at 509-789-8970 or [david@signiacapital.com](mailto:david@signiacapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchanges Commission or by any state securities authority.

**Item 2: Material Changes**

Signia's most recent update to Part 2A of Form ADV was made February 2015. Our last update was January 2014. Our business activities have not changed materially since the time of that update.

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#### **Item 4:        Advisory Business**

Signia is an independent money management firm founded January 1, 2001. The firm was founded by the investment professionals Anthony Bennett, William Lang, and Daniel Cronen serving as operating members, and Richard Thompson and Lawrence Braitman serving as non-operating members. In April 2002 Richard Beaven joined as an investment professional and operating member. In 2008 William Lang left the firm to pursue other interests. In January 2012 David Krebs, Signia's Chief Compliance Officer, became an operating member. Currently, the operating members (Bennett, Beaven, Cronen, and Krebs) have 78% of the controlling interest in Signia.

Signia is a boutique money management firm specializing in value investing. The firm's business model is focused on asset management serving institutional clients. Signia offers three products for investments: Small Cap Value Equity, Small-Mid Cap Value Equity, and Microcap Value Equity. As of December 31, 2014, Signia had managed regulatory assets under management of approximately \$564 million on a discretionary basis and \$4 million on a non-discretionary basis.

For institutional accounts, each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions. A model is used for each investment product.

Signia is also a portfolio manager for Lockwood Advisors, a broker-sponsored wrap fee program ("Wrap Program"). Wrap Program accounts typically grant Signia full investment discretion, depending on the individual needs of the client and subject to any investment restriction guidelines, as communicated to us by the sponsor of the program ("Wrap Sponsor"). Clients in the Wrap Program generally have the ability to establish special limitations on the investments in their portfolios. Clients in the Wrap Program must notify the Wrap Sponsor, who will then notify Signia, of any changes to the clients' financial condition, investment objectives, risk tolerance, and restrictions.

The Wrap Sponsor charges a single fee for performing these services and pays a portion of that fee to Signia for its investment management services. As negotiated between the client and the Wrap Sponsor, Signia's investment management fee may differ from the fee schedules charged for direct clients as shown under section Item 5 (Fees & Compensation).

#### **Item 5:        Fees and Compensation**

The fee schedule is based on a percentage of assets under management. The standard fee is 1% of the assets under management. Fees are negotiable and vary based on the size and type of the investment. Fee calculation methods and dates are negotiable and specified in the investment management agreement.

Clients may select whether Signia deducts the incurred fees from their account or directly bills the incurred fees.

Clients will also pay other types of fees and expenses in connection with Signia's advisory services, such as custodian fees or mutual fund expenses. Signia's fees are separate from any fees charged by a mutual fund held in a client's account. Accounts coming through Broker's Managed Accounts programs are subject to additional fees charged by the broker. Signia manages accounts through the UBS and Morgan Stanley Managed Account programs. Clients will incur brokerage and other transaction costs, please see section Item 12 (the Brokerage Practices).

If a client pays their fee in advance and then withdraws all assets from the account before the last day of a calendar quarter, the fee previously paid with respect to that calendar quarter shall be prorated based on the number of days elapsed in that quarter prior to the withdrawal, and the unearned portion shall be promptly refunded to the client.

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

Signia does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to Signia.

#### **Item 7: Types of Clients**

Signia Capital Management primarily provides investment advisory services to institutional clients including, but not limited to, public funds, corporations, pension and profit sharing plans, foundations and endowments, pooled investment vehicles, investment companies, and high-net worth individuals. Signia also provides advice to wrap clients through Wrap Programs. Signia generally requires a minimum investment of \$500,000 to open an individually managed account. This minimum may be waived by Signia at its discretion.

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

##### Investment Approach

Research shows that human psychology leads investors to project current information too far into the future. In other words, when companies experience difficult times, investors become disillusioned and assume these difficulties will persist far longer than they typically do. This behavioral bias creates substantial investment opportunities. Signia has designed a value-based investment process to focus intently on such situations, and systematically capitalize on these expectational errors.

##### Investment Ideas

The internal screening process focuses on identifying companies at the intersection of three important criteria: a) Low Valuation: low price-to-book; low price-to-sales; low price-to-cash flow; and other relevant valuation metrics. b) High Quality: proven businesses and conservative capital structures (low debt-to-capital, high interest coverage and other measures of financial strength). c) Identifiable Catalysts: cyclical, industry and company specific. Outside sources of investment ideas include investor conferences, industry publications, Wall Street research, and

conversations with company management. Each of our four portfolio managers/research analysts specialize in specific industries and sectors.

### Research

Once we identify a company that meets our criteria, the in-depth research begins. We evaluate management quality, corporate strategy, industry conditions, and specific catalysts that will rekindle investor interest. Another important part of the research process is the evaluation of company financial statements. We find that valuable insight can be gained by carefully scrutinizing all available financial information.

### Portfolio Construction

The portfolio management team constantly looks for the best 50 to 60 companies that meet our screening criteria and have the highest potential investment performance. All of the buy and sell decisions are based on the relationship between the market price and our estimate of the intrinsic value of a company. Signia is highly price sensitive and often phases into and out of positions over a 30- to 90-day period.

Signia provides investment advice and management to individually managed accounts in both direct and sub-advisory agreements. Signia holds a limited power of attorney to act on a discretionary basis with client funds. Client funds are deposited in either a brokerage firm or a bank custodian account. Each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions. A model is used for each investment product.

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should understand that investing in any securities, including mutual funds and ETFs, involve a risk of loss of both income and principal. Signia attempts to mitigate this risk. The underlying securities in client's accounts are continuously monitored by three portfolio managers, who consider asset allocation, cash management, market prospects, and individual issue prospects. Particular attention is given to changes in company earnings, industry outlook, market outlook, and price levels. Client accounts are reviewed at least weekly by three portfolio managers. A report detailing the holdings of each account is distributed by the trader to each portfolio manager. Accounts are compared and adjusted to the appropriate product model.

### **Item 9: Disciplinary Information**

Signia's employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

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

Signia is not affiliated with any other entities and does not participate in any activities outside of investment manager.

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

Signia has adopted a Code of Ethics that includes the following principles governing personal investment activities by all supervised and access persons. The Code of Ethics is predicated on the principle that Signia owes a fiduciary duty to its clients. Accordingly, employees must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients. At all times, Signia will be mindful to:

- ***Place client interests ahead of Signia's*** – As a fiduciary, Signia will serve in its clients' best interests. In other words, employees may not benefit at the expense of clients.
- ***Engage in personal investing that is in full compliance with Signia's Code of Ethics*** – Employees must review and abide by Signia's Personal Securities Transaction and Insider Trading Policies.
- ***Avoid taking advantage of your position*** – Employees must not accept investment opportunities, gifts or other gratuities from individuals seeking to conduct business with Signia, or on behalf of a Client, unless in compliance with the Gift Policy below.
- ***Maintain full compliance with the Federal Securities Laws*** – Employees must abide by the standards set forth in Rule 204A-1 under the Investment Advisers Act of 1940 and Rule 17j-1 under the Investment Company Act of 1940.

Signia's Code of Ethics also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions at least on a quarterly basis, and 3) provide Signia with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

A client can obtain a copy of Signia's Code of Ethics by contacting the Chief Compliance Officer at (509) 789-8970.

### **Item 12: Brokerage Practices**

Signia's policy, to the extent practicable, is to allocate investment opportunities over a period of time on a fair and equitable basis relative to other clients. Signia is not obligated to acquire for any account any security that Signia or its officers, managers, members or employees may acquire for their own account. Signia will determine for each account if it is practical or desirable to acquire a position in a security.

Signia has discretion over the selection of the broker to be used and the commission rates to be paid. In selecting a broker for any transaction or series of transactions, Signia considers a number of factors including net price, clearance, settlement, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, order of call, offering Signia on-line access to computerized data regarding clients' accounts, computer trading systems, and other matters involved in the receipt of brokerage services generally. Signia also purchases from a broker or allows a broker to pay for certain research products and services

(a “soft dollar” relationship). These research products and services include online access to financial news and research; securities price quotes, security characteristics.

Subject to best execution considerations, Signia directs client transactions to certain broker-dealers from which Signia receives research products and services. The receipt of such research services and products using “soft dollars” can be seen as benefiting Signia in the sense that Signia would otherwise have to directly pay for such products and services itself. Thus, the use of “soft dollars” generated through client transactions to acquire such products and services raises a potential conflict of interest. Signia has a potential conflict of interest between allocating client brokerage to broker-dealers through which Signia generates “soft dollar” credits and allocating brokerage to other broker-dealers. Signia has established guidelines to effectuate and monitor such soft dollar arrangements and to ensure any products and services received through such arrangements are eligible research or brokerage services under Section 28(e) of the Securities Exchange Act of 1934. Soft dollar arrangement cannot be entered into by employees without the prior approval of the Chief Compliance Officer.

As mentioned above, Signia pays brokerage commissions in excess of that which another broker might charge for effecting the same transaction in recognition of the value of the brokerage, research, other services, and “soft dollar” relationships provided by that broker. In such a case, however, Signia determines in good faith that such commission is reasonable in relation to the value of such brokerage, research, other services, and “soft dollar” relationships, viewed in terms of either the specific transaction or Signia’s overall responsibilities to the portfolios over which it exercises investment authority. In addition, the research and other benefits resulting from a brokerage relationship benefit all accounts managed by Signia or Signia’s operations as a whole, including clients who direct Signia to use brokers that do not provide Signia with soft dollar services.

Signia aggregates securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts managed by Signia or with accounts of related persons of Signia. Transactions in the same security for multiple client accounts will be aggregated into two primary groups. The first group “Discretionary Brokerage” will include client accounts which give discretion to Signia to select the executing broker. The second group “Directed Brokerage” will be aggregated into blocks of accounts based on the broker the client has directed us to use. Clients in Wrap Programs will be traded in the “Directed Brokerage” group. In the second group a sequential method will be used to ensure that no single broker’s block of accounts has an advantage. Clients in the “Directed Brokerage” group may bear the market impact (e.g., higher or lower market prices) when executing security transactions after the “Discretionary Brokerage” clients.

In the event of aggregated transactions, each client will be charged or credited, as the case may be, the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if similar transactions were not being executed concurrently for other accounts.

If a client directs Signia to use a specific broker, then Signia does not have any responsibility for obtaining the best prices or particular commission rates. The client may not obtain rates as low as it might otherwise obtain if Signia had discretion to select the broker-dealer.

**Item 13: Review of Accounts**

The underlying securities in client's accounts are continuously monitored by three portfolio managers, who consider asset allocation, cash management, market prospects and individual issue prospects. Particular attention is given to changes in company earnings, industry outlook, market outlook, and price levels. Client accounts are reviewed at least weekly by three portfolio managers. A report detailing the holdings of each account is distributed by the trader to each portfolio manager. Accounts are compared and adjusted to the appropriate product model.

Clients receive account statements directly from their chosen custodian on at least a quarterly basis. Signia supplements these custodial statements with reports provided during client meetings or as requested.

Clients in Wrap Programs will receive portfolio reports directly from the Wrap Sponsors at least quarterly.

**Item 14: Client Referrals and Other Compensation**

Signia does not compensate any person for client referrals. Signia does not receive an economic benefit from any other person providing investment advice or other advisory services to Signia's clients.

**Item 15: Custody**

Signia's clients select a qualified custodian and open a separate account in their name. Clients receive account statements from their broker-dealer, bank or other qualified custodian; the client should carefully review those statements. If the client elects to receive an account statement from Signia, we urge the client to compare the account statements they receive from the qualified custodian with those they receive from Signia.

**Item 16: Investment Discretion**

Signia has complete discretion over the selection and amount of securities to be bought or sold for client accounts without obtaining specific client consent. Because Signia engages in an investment advisory business and manages more than one account, there may be conflicts of interest over Signia's time devoted to managing any one account and the allocation of investment opportunities among all accounts managed by Signia. Signia attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. Signia may give advice and take action with respect to any of its clients that may differ from any other client. It is Signia's policy to allocate investment opportunities over a period of time on a fair and equitable basis relative to all clients.

Each client completes a written document selecting the investment product with guidelines to managing their account including any reasonable restrictions. The investment management agreement includes a limited power of attorney granting Signia the authority to exercise its discretion.



**Item 17:      Voting Client Securities**

As applicable to clients for which we vote proxies, our policy is to vote your proxies in the interest of maximizing shareholder value. Signia votes your proxies in a way that we believe, consistent with our fiduciary duty, will cause your securities to increase the most or decline the least in value. Consideration will be given to both the short- and long-term implications of the proposal to be voted on when considering the optimal vote. Signia has retained Broadridge Investor Communication Solutions, Inc. (BroadRidge) and their Recommendation Provider Glass Lewis & Co. (“Glass Lewis”) as an expert in the proxy voting and corporate governance areas to assist in the due diligence process related to making appropriate proxy voting decisions related to all accounts. Signia generally follows Glass Lewis’ proxy voting guidelines. In addition, Signia utilizes ProxyEdge® platform with the “Integrated Recommendation Products” to facilitate the voting process and to provide recordkeeping with respect to how Signia voted client proxies. Finally, Signia has an internally appointed individual who is responsible for identifying proxies for which Signia will vote in the best interest of clients and submit promptly and properly. Clients may provide Signia with written directions on how to vote their shares for a particular solicitation.

We attempt to identify any conflicts of interests between your interests and our own within our proxy voting process. If we determine that our firm or one of our employees faces a material conflict of interest in voting your proxy (e.g., an employee of the Signia may personally benefit if the proxy is voted in a certain direction), our procedures provide for Glass Lewis as an independent third party to determine the appropriate vote. Any vote cast by Glass Lewis is binding and may not be overridden by the Signia.

A client can obtain a copy of Signia’s proxy voting policy and a record of votes cast by Signia on behalf of that client by contacting the Chief Compliance Officer at (509) 789-8970.

**Item 18:      Financial Information**

Signia has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.