

**Item 1**

**Cover Page**

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**Oasis Capital Partners (Texas) Inc.**

**Part 2A of Form ADV: Firm Brochure**

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This brochure provides information about the qualifications and business practices of Oasis Capital Partners (Texas) Inc. (“Oasis Capital” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at +1 (512) 225-1025. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration as an investment adviser does not imply a certain level of skill or training.

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

**Oasis Capital Partners (Texas) Inc.**

300 West 6<sup>th</sup> Street, Suite 1550

Austin, Texas 78701

USA

Phone: +1 (512) 225-1025

Fax: +1 (512) 225-1026

January 22, 2015

## **Item 2**

### **Material Changes**

On an annual basis, Oasis Capital is required to identify and discuss material changes made to this Form ADV Part 2A (the “Brochure”). Although there have been no material changes to this Brochure since the last update, clients should note the following changes to the Firm’s business operations:

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

Oasis Management Company Ltd. (“OMCL”) and/or the pooled investment vehicles to which OMCL provide investment advisory services have entered into soft dollar arrangement(s) with one or more broker-dealers. As such, OMCL and the Firm have implemented policies and procedures related to its soft dollar practices and have disclosed the conflicts of interest that such arrangements may present. Please see “Item 12: Brokerage Practices” for more information.

You may request the most recent version of this Brochure by contacting Phillip Meyer, the Chief Compliance Officer of Oasis Capital, at [pmeyer@oasiscm.com](mailto:pmeyer@oasiscm.com) or [OasisCompliance@oasiscm.com](mailto:OasisCompliance@oasiscm.com).

### Item 3

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## **Item 4**

### **Advisory Business**

- A. Advisory Business and Ownership. Oasis Capital is a Delaware corporation formed on April 11, 2013. The Firm is a wholly owned subsidiary of OMCL, which is owned by Oasis Management Holdings Ltd. and Seth H. Fischer. Oasis Capital is headquartered in Austin, Texas, USA.
- B. Types of Clients. Oasis Capital's clients include OMCL and the pooled investment vehicles to which OMCL provides investment advice (the "Funds"). Pursuant to a sub-advisory agreement with OMCL, the Firm provides investment advisory services on a discretionary basis to the Funds, which operate as exempt investment companies under the Investment Company Act of 1940, as amended (the "Advisers Act"). The Funds are offered only to investors who are either "accredited investors" or "qualified purchasers," as those terms are defined in the Securities Act of 1933, as amended, and the Advisers Act. The Funds' investors are generally high net worth individuals or institutions.
- C. Tailored Advisory Services. Oasis Capital does not tailor its advisory services to the individual needs of the investors in the Funds. Information about the Funds, including their investment objectives and strategies, are set forth in their respective offering documents. The Firm has broad investment authority with respect to the Funds and because Oasis Capital does not provide tailored advice to the Funds' investors, such investors should consider whether the Funds' investment strategies are in line with their risk tolerance.
- D. Wrap Fee Programs. Oasis Capital will not participate in any wrap fee programs.
- E. Client Assets. As of the beginning of January 1, 2015, Oasis Capital had approximately \$354,311,000 of regulatory assets under management on a discretionary basis. Oasis Capital does not, and is not expecting to, manage any regulatory assets under management on a non-discretionary basis.

## **Item 5**

### **Fees and Compensation**

- A. Fees. OMCL charges a fee for its advisory services based on assets under management (the "Management Fee"). OMCL may offer to reduce, waive, or calculate differently the Management Fee with respect to certain investors. To facilitate such reduction or waiver, the Funds may issue separate share classes to such investors. OMCL in turn shall pay a service fee (the "Fee") to Oasis Capital equal to the sum of (i) the Oasis Capital's actual, documented costs and expenses incurred on behalf of OMCL with respect to its advisory services in connection with the Funds and (ii) a markup as determined from time to time.
- B. Fee Billing. The Management Fee to OMCL will be accrued monthly and payable quarterly in arrears based on the net assets of the applicable Fund as of the last day of each month. The Management Fee will be prorated for any partial periods. OMCL shall make payments of the Fee to Oasis Capital at least on a quarterly basis in arrears.
- C. Other Fees and Expenses. The Funds will generally pay all expenses deemed necessary by OMCL and Oasis Capital, including, but not limited to, expenses related to the Funds' operations.

and expenses related to the investment of the Funds' assets, including, without limitation, external legal, accounting, audit and tax preparation expenses, offering expenses, corporate licensing fees and other professional fees, licensing and compliance expenses for the Funds and/or Oasis Capital and its affiliates, investment-related expenses (e.g., interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, brokerage commissions, clearing and settlement charges, interest expenses, consulting and other professional fees relating to particular investments (including fixed fees, commissions and incentive fees which may be substantial in certain cases), insurance, investment-related travel and lodging expenses, research-related expenses, including, without limitation, subscriptions, news and quotation equipment and services (including fees for data and software providers), investment-, portfolio management-, fund accounting-, risk-, operations- and trading-related computer hardware and software and technology, including trade order management software (i.e., software used to route trade orders), and expenses associated with installing and maintaining computers, cable and telephone lines and equipment used primarily for investment and trading purposes), bank service fees, withholding and transfer fees, taxes, other expenses related to the purchase, sale or transmittal of Fund assets, other similar investment related expenses and any extraordinary expenses as shall be determined by the Firm in its sole discretion.

As described more fully under Item 6, Oasis Capital is also compensated with performance-based fees from the Funds.

- D. Fees in Advance. Neither the Management Fee nor the Fee is pre-paid.
- E. Sale of Securities. Neither Oasis Capital nor any of its supervised persons will accept compensation for the sale of securities or other investment products.

## **Item 6**

### **Performance-Based Fees and Side-By-Side Management**

OMCL charges performance-based fees to the Funds. These performance based fees are generally payable on an annual basis (or at the time of a redemption by an investor) based of the net realized and unrealized appreciation in the net asset value of each investor's account during the respective year. The fact that these fees are payable only with respect to increases in net profits may create an incentive for Oasis the make investments that are riskier or more speculative then would be case in the absence of such fees. As noted above in Item 5, OMCL in turn shall pay a service fee (the "Fee") to Oasis Capital equal to the sum of (i) Oasis Capital's actual, documented costs and expenses incurred on behalf of OMCL with respect to its advisory services in connection with the Funds and (ii) a markup as determined from time to time.

## **Item 7**

### **Types of Clients**

As described in Item 4, Oasis Capital's clients include OMCL as well as the pooled investment vehicles to which OMCL provides investment advice. These pooled investment vehicles operate as exempt investment companies under the Advisers Act. The minimum investment in the Funds is generally \$1,000,000, although the directors of the Funds maintain discretion to individually waive, increase or reduce the minimum investment required.

## **Item 8**

### **Methods of Analysis, Investment Strategies and Risk of Loss**

- A. Methods of Analysis and Investment Strategies. Oasis Capital bases its investment decisions on a combination of fundamental and comprehensive research and analysis. Oasis Capital uses a "bottom up" investment approach which may include, but is not limited to, the use of qualitative and quantitative screenings, stress test scenarios, fundamental basis equity and credit research, market perception, company visits, proprietary models and other resources. The Firm's robust proprietary market monitoring system allows for a multifaceted view of all strategies and real-time markets when making investment decisions.

Oasis Capital's investment objective is to generate superior risk-adjusted returns by investing in a combination of investment strategies that focus on global capital markets arbitrage, trading and investing. Oasis Capital intends to use a variety of trading strategies, including, but not limited to, investments, arbitrage and trading in the following strategies: equity long/short, initial public offerings, volatility, convertible, capital structure, high yield, special situations, event driven, and shareholder activism. Oasis Capital may also participate in index, statistical, currency and interest rate, distressed bond and credit trading. Investments may also be made in directly sourced and negotiated transactions in public companies, joint ventures, investment funds and managed accounts.

The Funds are permitted to invest in the broadest range of securities, commodities and other instruments in order to deploy the Funds' strategy, including, without limitation, equity-related securities, bonds and other fixed-income securities, futures, forward contracts, warrants, options, swaps, currencies, commodities, government securities, money market funds, cash equivalents and derivative instruments. Investments may be made through negotiated transactions, as well as on exchanges and over-the-counter.

- B. Risks. Listed below are some of the risks associated with an investment in the Funds. The following explanation of certain risks is not exhaustive, but rather highlights some of the more significant risks involved in the Funds' investment strategies. For a complete explanation of the Funds' investment strategies and their associated risks, investors in the Funds should review the applicable Fund's offering documents, which may contain additional explanations of strategies, risks and other related details not discussed below.

#### *General Market Risks*

The Funds' investment strategy is subject to some dimension of market risk: directional price movements, deviations from historical pricing relationships, changes in the regulatory environment, changes in market volatility, "flights to quality", "credit squeezes", natural and man-made disasters, changes in government policies, and systematic risk, etc. Oasis Capital's style of alternative investing may be no less speculative than traditional investing strategies. On the contrary, due in part to the degree of leverage used in addition to the leverage embedded in the derivative instruments in which the Funds may invest, the Funds may from time to time incur sudden and dramatic losses. The particular or general types of market conditions in which the Funds may incur losses or experience unexpected performance volatility cannot be predicted, and the Funds may materially under-perform other investment funds with substantially similar investment objectives and approaches.

#### *Long and Short Fundamental Investments*

The identification of investment opportunities in undervalued and overvalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. Although investments in undervalued and overvalued securities offer the opportunities for high or above market capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

#### *Capital Structure Trading*

The success of the capital structure arbitrage strategy will depend on the Firm's ability to identify and exploit the perceived mispricing of different securities and instruments within an issuer's (or related company's) capital structure (e.g., bank debt, convertible and non-convertible senior and subordinated debt and preferred and common stock relative to each other) using cash or derivatives. Capturing such mispricings by isolating the most under- or over-valued securities within an issuer's (or related company's) capital structure involves uncertainty, and, in the event that the perceived pricing inefficiencies underlying an issuer's (or related company's) securities were to fail to materialize as expected by the Firm, the Funds could incur a loss.

#### *Emerging Growth and Small Companies; Unseasoned Issuers*

The Funds may invest its assets in the securities of companies at all levels of market capitalization including in emerging growth companies, small companies and unseasoned issuers. Investments in securities of these issuers may involve greater risks since these securities may have limited marketability and, accordingly, may be more volatile. Because there is generally less liquidity for securities of these issuers, it may be more difficult for the Funds to buy or sell significant amounts of such shares without an unfavorable impact on prevailing prices. These issuers may have limited product lines, markets or financial resources and may lack management depth.

#### *Directly Sourced and Negotiated Transactions*

These types of transactions include directly-sourced and negotiated blocks of stock and/or new issuances of warrants, convertible bonds, or credit. Although it is anticipated that these securities will be exited, or converted and exited, in the public markets, the securities purchased may be subject to certain restrictions on transfer and/or conversion.

#### *Special Situations Trading*

The Funds may invest in issuers in (or the target of) acquisition attempts or tender offers or issuers involved in work outs, liquidations, spin offs, reorganizations, bankruptcies and similar transactions. The Firm will have to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. In any investment opportunity involving such type of business enterprise, there is a risk that the transaction in which the business enterprise is involved will be unsuccessful, take considerable time or result in a distribution of cash or a new instrument the value of which will be less than the purchase price of the Funds or other financial instrument in respect of which the distribution is received. If the event fails to occur or it does not have the effect foreseen, losses can result.

### *Activism*

The Firm may from time to time identify an issuer with certain features including weak management teams, poor corporate governance, fraud, material misstatements, unfavorable contracts, unpursued business opportunities, holding onto excess capital, inefficient capital structures, proposed spin offs or consolidations, mergers and acquisitions, or other features that the Firm believes may depress/inflate the fundamental value of the issuer and its securities, or with certain features that may not be fully understood or appreciated by the market and that the Firm believes may increase/decrease the value of the issuer and its securities. In those circumstances, the Firm may engage in the following activities, including but not limited to, taking a large position long or short in public companies for the Fund, hold private discussions or public communications with corporate boards and management, discussing and exchanging views and ideas publicly or privately with other shareholders and market participants, putting forward shareholder proposals, calling shareholder meetings, seeking to take action by written consent of shareholders, seeking to remove and replace individual directors or the entire board of the issuer, seeking the election of directors, seeking to effect changes to the structure or composition of the board of the issuer, shareholder litigation including public litigation including shareholder derivative litigation with the Investment Manager and/or the Fund as named plaintiff or co-plaintiff, media engagement and campaigns, government lobbying, public presentations or talks, blogging and use of other social media and other forms of publication and dissemination of one's views and opinions.. Sometimes the position, long or short, may be a material position that will be publicly disclosed via required shareholding position reporting mechanisms or otherwise. The Firm may initiate or work with other shareholders in initiating corporate or strategic change. Although the Firm will act prudently and in accordance with applicable law, such shareholder activism opens the Firm and possibly the Fund and other funds and managed accounts on whose behalf the Firm is acting, to certain risks, including the risk of litigation by existing management or other shareholders including the risk of being the subject of litigation including being named in defamation, business tort and/or securities related litigation brought by private parties and/or government agencies (which litigation may result in substantial expense to the Fund, thus reducing the value of the Fund's investment in the portfolio company), the risk that trading in such issuers' securities may become suspended, the risk that the Fund's investments in such issuers will be treated as part of a larger control block and subject to anti-takeover statutory restrictions on liquidity or otherwise, news media scrutiny, and regulatory scrutiny and related regulatory risks, the risk that its activist campaign may fail and/or result in depreciation of the issuer's stock. If the Investment Manager is incorrect in its assessment of the impact such action will have on the value of an issuer, or if it is unsuccessful in persuading such issuer's management to take the desired action, the Fund may sustain a loss on its investment in such issuer, resulting in a reduction of the value of the Fund's investment in such issuer.

### *Special Relationship*



The Firm may from time to time develop a special relationship with management of an issuer, whether through the provision of consulting services, advisory services, and/or financial sponsorship, or otherwise, which may constitute the Firm, and the Funds and other funds and managed accounts on whose behalf the Firm is acting, an “insider” of the issuer for a temporary or prolonged period, and therefore subject to statutory prohibitions on trading any of the issuer’s securities, rendering the Funds’ investments in such securities illiquid.

#### *Volatility Trading*

The Funds will trade volatility. Market volatility is a derivative of directional market movements and is itself often materially more volatile than underlying reference asset prices. The prices of the securities expected to be traded by the Funds have been subject to periods of excessive volatility in the past (including over the past several years), and such periods can be expected to recur or continue. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation rates, interest rate movements, commodities, credit spreads and general economic and political conditions.

#### *Convertible Arbitrage*

The success of the Funds’ investment activities in this area will depend on the Firm’s ability to identify and exploit price discrepancies in the primary or secondary markets. The identification and exploitation of market opportunities involves uncertainty. No assurance can be given that the Firm will be able to locate investment opportunities or correctly exploit price discrepancies. A reduction in the pricing inefficiency of the markets in which the Funds will seek to invest will impact the potential of the Funds’ investment strategies. In the event that the perceived mispricings underlying the Funds’ positions were to fail to materialize, as expected by the Firm, the Funds could incur a loss.

#### *Multiple Asset Arbitrage*

The success of multiple asset arbitrage strategies is dependent upon the ability of the Firm to identify and exploit the relationships between movements in related or correlated assets. The identification and exploitation of these opportunities involves uncertainty. In the event that the perceived pricing inefficiencies between related or correlated asset classes were to fail to materialize as expected by the Firm, the Funds could incur significant losses.

#### *Investing in High Yield Securities*

The Funds may invest in high yield securities which are non-investment grade or unrated debt securities that are subject to a greater risk of loss of principal and interest than higher rated debt securities. Such securities are generally not exchange traded and, as a result, these instruments trade in the over-the-counter marketplace, which is less transparent than the exchange-traded marketplace. In addition, the Funds may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. High yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer’s inability to meet timely interest and principal payments.

#### *Investments in Restricted Securities*

At any given time, a portion of the Funds' assets may be invested in "restricted securities", which are securities subject to significant legal or contractual restrictions on their public resale. Investing in restricted securities involves a number of significant risks. Without the ability to resell restricted securities in the public markets, the Funds may be compelled to hold such investments indefinitely or to dispose of them in private transactions on unattractive terms. Such restrictions therefore can impair both the avoidance of losses as well as the timely realization of gains. Although in some instances the Funds may have registration rights or other contractual means of achieving liquidity as to its investment in such restricted securities, such rights may in fact be limited or ineffective in achieving the secondary market desired. Restricted securities in which the Funds invest may include highly speculative, developmental stage issuers, as well as securities of more seasoned companies, which can involve significant issuer or industry related risks. Because restricted securities cannot be traded, there is no "market" for restricted securities, and therefore, no market value.

#### *Technical Trading*

Technical trading assumes a correlation among a security's price, its historical prices and other variables, and ignores the security's intrinsic value. Such correlation may or may not exist in reality and cannot predict movements following extreme or unusual events. Furthermore, the effectiveness of technical analysis tools tends to deteriorate over time as the tools become widespread and a larger number of trades rely on the same tools. Additionally, technical analysis frequently aims to predict short term price movements and it requires extremely efficient execution capabilities. Inadequate execution of an otherwise successful technical analysis may result in losses to the Funds. Historical behavior of similar securities or of the security is not indicative of future results. This strategy in particular is subject to short squeezes, and "overcrowding".

#### *Credit Arbitrage and Trading*

Credit arbitrage strategies generally involve identifying and exploiting pricing anomalies within and across global fixed income markets and their derivatives. The Firm may cause the Funds to invest in bonds or other fixed income securities, including, without limitation, commercial paper and "high yield" (including non-investment grade and, therefore, higher risk) debt securities. In addition to the risks described above under "Investing in High Yield Securities", evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult.

#### *Commodities Arbitrage and Trading*

The Firm may invest a portion of the Fund's assets in a contract to buy or sell products such as oil, natural gas, pork, grain, coffee, sugar, and other consumer staple items, metals or other commodities by a specified future date. Although the Firm believes they often provide significant potential for appreciation, trading in commodity interests is volatile. Price movements for commodity interests are influenced by, among other things: changing supply and demand relationships; weather; agricultural, trade, fiscal, monetary, and exchange control programs and policies of governments; political and economic events and policies; changes in national and international interest rates and rates of inflation; currency devaluations and re-valuations; and emotions of the marketplace, "backwardation", storage restrictions, and supply squeezes.

The risk of loss in trading commodities can be substantial. If the Firm purchases a commodity option, the Funds may sustain a total loss of the premium and of all transaction costs. If the Firm

purchases or sells a commodity futures contract or sells a commodity option, the Funds may sustain a total loss of the initial margin funds and any additional funds deposited with a broker to establish or maintain the position. If the market moves against its position, the Funds may be called upon by its broker to deposit a substantial amount of additional margin funds, on short notice, in order to maintain its position. If it does not provide the requested funds within the prescribed time, its position may be liquidated at a loss, and it will be liable for any resulting deficit in its account.

#### *Non-Performing Nature of Debt*

It is anticipated that certain debt instruments purchased by the Firm for the Funds will be non-performing and possibly in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to the loans. Any costs or delays, including collection costs, associated with non-performing debt will further reduce the proceeds and thus increase the loss.

#### *Investments in Distressed Securities*

The Funds may invest in “below investment grade” securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Investments of this type may involve substantial financial and business risks that can result in significant or total losses, although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it is frequently difficult to obtain reliable information as to their financial condition and prospects. The market prices of distressed securities are subject to abrupt and erratic market movements and excessive price volatility, and the “bid-ask” spreads may be greater than normally expected. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court’s power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies’ securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies.

#### *Risks Associated with New Issue Loans, Bonds, Convertible Bonds, and Warrants*

As part of the activities which the Firm intends to conduct from outside of the US, the Firm may direct the Funds to originate bonds, convertible bonds, warrants, and loans to companies, including to companies that are experiencing significant financial or business difficulties. Although the terms of directly sourced and negotiated loans, bonds, convertible bonds, or warrants may result in significant financial returns to the Funds, they involve a substantial degree of risk. The level of analytical sophistication, both financial and legal, necessary for successful financing, and in particular, to companies experiencing business and financial difficulties, is unusually high. There is no assurance that the Firm will correctly evaluate the value of the assets collateralizing the Fund’s loans or the prospects for a successful reorganization or similar action.

#### *Investment Funds, Joint Ventures and Managed Accounts*

The Firm may cause the Funds to make passive investments in external funds, joint ventures or managed accounts. Such investments may be illiquid, offering limited opportunities to withdraw. The Funds may not be able to dispose of investments that it has purchased freely and may have to provide the relevant portfolio manager notice of its intention to withdraw capital from a vehicle, sometimes as long as several months prior to the requested withdrawal date. Moreover, withdrawal of capital from such vehicles is typically subject to a limitation on the ability of investors in such fund to withdraw more than a certain percentage of such fund's capital or the Funds' investment at once (i.e., a "gate" provision), which might further impede the Funds' ability to redeem its investments.

### *Merger Arbitrage*

The Funds, with respect to its merger arbitrage investments, may incur significant losses when proposed transactions are not consummated. The consummation of mergers, tender offers and exchange offers can be prevented or delayed by a variety of factors, including: (i) opposition of the management or shareholders of the target company, which often results in litigation to enjoin the proposed transaction; (ii) intervention of government agencies; (iii) efforts by the target company to pursue a defensive strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) an attempt by a third party to acquire the offeror; (v) in the case of a merger, failure to obtain the necessary shareholder approvals; (vi) market conditions resulting in material changes in securities prices; (vii) compliance with any applicable legal requirements; and (viii) inability to obtain adequate financing.

## **Item 9**

### **Disciplinary Information**

- A. In connection with a follow-on offering conducted after the market close on May 10, 2005, DKR Oasis Management Company, L.P. ("DKR"), the predecessor entity now known as OMCL, sold ADS securities short on behalf of a client during the five business days before the pricing of the ADS offering and then covered the short ADS positions with ADS securities purchased in the offering. These transactions resulted in DKR's client earning a profit of \$185,000. The Commission found that these transactions violated Rule 105 of Regulation M. Without admitting or denying the findings, DKR submitted an offer of settlement to resolve the matter, which the Commission accepted. As a result of this violation, the SEC ordered on June 12, 2008, that DKR: 1) cease and desist from committing or causing any violations and any future violations of Rule 105 of Regulation M; 2) be censured; and 3) pay disgorgement of \$185,000, prejudgment interest in the amount of \$37,413.06, and a civil money penalty of \$60,000 to the United States Treasury. In determining to accept DKR's offer of settlement, the Commission considered remedial acts promptly undertaken by DKR and cooperation afforded by DKR to the Commission staff. Please see the "DRPs" section of the Form ADV Part 1A for more information.
- B. On September 15, 2011, in relation to equity orders placed on July 19, 2006 in the shares of Japan Airlines Corporation on the Tokyo Stock Exchange (TSE), the Hong Kong Securities & Futures Commission ("SFC") announced that it had reached an agreement with Oasis Management (Hong Kong) LLC and Mr. Fischer to resolve a disciplinary action related to the orders. Oasis Management (Hong Kong) LLC and Mr. Fischer agreed to accept a public reprimand and fine against them, which the SFC regarded as sufficient expiation for their

concerns. The SFC did not find that either Oasis Management (Hong Kong) LLC or Mr. Fischer had breached any law or regulation in respect of their actions, and took into account that Oasis Management (Hong Kong) LLC and Mr. Fischer had voluntarily taken steps, in 2007, not required by law or regulation, to reduce any similar concerns arising from their trading by imposing internal guidelines in relation to their trading in connection with all secondary offerings on the TSE. Oasis Management (Hong Kong) LLC and Mr. Fischer remain licensed in good standing with the SFC with no limitations or restrictions on their ability to conduct regulated activities in Hong Kong or to trade on the TSE. No Oasis fund investor bore any portion of the fine paid by Oasis Management (Hong Kong) LLC or Mr. Fischer. Further details can be found at [www.sfc.hk](http://www.sfc.hk).

## Item 10

### Other Financial Industry Activities and Affiliations

- A. Broker-Dealer. Oasis Capital is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. No management persons of Oasis Capital are registered representatives of an affiliated broker-dealer.
- B. CFTC. Oasis Capital is not required to register with the US Commodity Futures Trading Commission (“CFTC”) in any capacity. However, OMCL currently is registered as a CPO with the CFTC. Additionally, one of the Firm’s management persons, Mr. Fischer, currently is registered as an associated person with OMCL.
- C. Related Persons. OMCL is a Cayman Islands-based investment adviser that also wholly owns the Firm. OMCL is currently an exempt reporting adviser with the SEC. Certain employees of OMCL may also be dedicated members of Oasis Capital.

Oasis Management (Hong Kong) LLC is a Hong-Kong based investment adviser that is wholly owned by OMCL. Oasis Management (Hong Kong) LLC currently is an exempt reporting adviser with the SEC.

Oasis Capital Advisors, LLC is an SEC-registered investment adviser that is wholly owned by OMCL and also provides investment advice to the Funds. Oasis Capital Advisors, LLC currently is included in the Firm’s Form ADV Part 1A as a “relying adviser”.

- D. Recommending of other Investment Advisers. Oasis Capital will not receive compensation, directly or indirectly, for recommending or selecting any investment advisers for its clients.

## Item 11

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

- A. Code of Ethics. Oasis Capital has adopted a Code of Ethics (the “Code”) to comply with Rule 204A-1 under the Advisers Act which sets forth standards of business and personal conduct for all Oasis Capital employees. The Code is predicated on the basic idea that the interests of the Funds must always be recognized, respected, and have precedence over those of employees. The Code establishes policies and procedures that are reasonably designed to: (1) prevent fraud and

improper personal trading; (2) identify circumstances that may result in an actual or potential conflict of interest or the appearance thereof; and (3) provide a means to resolve such conflicts. Investors and prospective investors may request a copy of the Code by contacting Phillip Meyer, the Chief Compliance Officer of Oasis Capital, at [pmeyer@oasiscm.com](mailto:pmeyer@oasiscm.com) or [OasisCompliance@oasiscm.com](mailto:OasisCompliance@oasiscm.com).

- B. Related Person Investment. Neither Oasis Capital nor any of its related persons recommends securities to an Oasis Capital client, nor do they buy or sell for client accounts, securities in which Oasis Capital or its related persons have a material financial interest. Additionally, neither Oasis Capital nor its related persons will engage in principal transactions with any client. Generally, the Code generally places limitations on personal securities transactions of employees. All employee personal securities transactions will be monitored to ensure there is no conflict of interest arising with transactions of the Funds.
- C. Related Person Investment. Neither Oasis Capital nor any of its related persons will invest in the same securities that they recommend to any client.
- D. Related Person Investment. Neither Oasis Capital nor any of its related persons will buy or sell for any client account at or about the same time they buy or sell the same securities for their own accounts. As stated above, all employee personal securities transactions will be monitored to ensure there is no conflict of interest arising with transactions of the Funds.

## **Item 12**

### **Brokerage Practices**

- A. Selecting brokers or dealers. In selecting brokers and dealers to effect portfolio transactions for the Funds, the Firm considers such factors as the ability of the brokers and dealers to effect the transactions, the brokers' and dealers' facilities, reliability and financial responsibility, and the provision or payment (or the rebate to the Funds for payment) by a broker of the costs of brokerage or research products or services which the Firm considers to be of benefit to the Funds, the Firm and related funds and accounts. The Firm need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Accordingly, if the Firm determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker, the Funds may pay commissions to such broker in an amount greater than the amount another broker might charge.

The Funds' securities transactions can be expected to generate brokerage commissions and other compensation, all of which the Funds, not the Firm, will be obligated to pay. The Firm has complete discretion in deciding what brokers and dealers the Fund will use and in negotiating the rates of compensation the Funds will pay. In addition to using brokers as "agents" and paying commissions, the Funds may buy or sell securities directly from or to dealers acting as principals at prices that include markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers. Brokers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker may be less than the suggested allocation, but can (and often does) exceed the suggested level, because

total brokerage is allocated on the basis of all of the considerations described above. A broker is not excluded from receiving business because it has not been identified as providing research products or services. Investment information received from the Fund's brokers may be used by the Firm in servicing all its accounts, and not all such information need be used by the Firm in connection with the Funds. Nonetheless, the Firm believes that such investment information provides the Funds with benefits by supplementing the research otherwise available to the Funds.

Soft Dollars. Oasis Capital may select broker-dealers that furnish the Firm with brokerage and research services to provide appropriate assistance in the investment decision-making process. As a result, Oasis Capital may pay for such brokerage and research services with "soft dollars". The term soft dollars refers generally to the practice by investment advisers of paying for research and brokerage services using brokerage commissions generated by the execution of trades for their clients. The types of brokerage and research services that Oasis Capital plan to utilize include: research reports on companies, industries and securities; economic, market and financial data; and access to broker-dealer analysts and corporate executives. The soft dollar benefits the Firm receives do not generally have a mixed use and are not generally utilized for functions unrelated to making investment decisions.

When Oasis Capital uses client commissions to obtain brokerage and research services, the Firm receives a benefit because the Firm does not have to produce or pay for the brokerage and research services itself. As a result, the Firm may have an incentive to select or recommend a broker-dealer based on an interest in receiving brokerage and research services, rather than solely on the Funds' interest in receiving the most favorable execution. However, when selecting broker-dealers that provide brokerage and research services, the Firm is obligated to determine in good faith that the commissions are reasonable in relation to the value of the brokerage and research services provided. Reasonableness is viewed in terms of the particular transactions and Oasis Capital's overall responsibilities to the Funds, even though that broker-dealer itself, or another broker-dealer might be willing to execute the transactions at a lower commission. Accordingly, transactions will not always be executed at the lowest available price or commission, the Firm may cause the Funds to pay commissions higher than those charged by other broker-dealers.

Oasis Capital intends to use soft dollars to obtain investment research and brokerage services in accordance with Section 28(e) of the Securities Exchange Act of 1934, which provides a "safe harbor" to investment managers who use commission dollars generated by their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the manager in the performance of investment decision-making responsibilities. The Firm may use brokerage and research services in connection with advisory services for any client, not necessarily for only the account that "paid" for them. However, as the Firm currently managed a single master-feeder structure, all soft dollar benefits will be allocation to the Funds.

At least annually, Oasis Capital considers the amount and nature of research and research services provided by broker-dealers. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation, but can exceed the suggested level, because transactions are allocated on the basis of all of the considerations described above. In no case will Oasis Capital make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met.

The soft dollar disclosures in this section are a concise description of the procedures followed by Oasis Capital in determining how to direct Fund transactions to a particular broker-dealer in return for soft dollar benefits received.

Brokerage for Client Referrals. Oasis Capital does not consider the prospect of receiving or the receipt of client referrals when selecting broker-dealers for client securities transactions.

Directed Brokerage. Oasis Capital generally does not recommend, request, or require that any client direct the Firm to execute transactions through a specified broker-dealer.

- B. Aggregation of Client Accounts. As the Funds currently make up a single master-feeder structure, no aggregation across client accounts is necessary.

### **Item 13**

#### **Review of Accounts**

- A. Review of Accounts. Oasis Capital's portfolio manager and other investment professionals are responsible for reviewing the Funds' portfolios and monitoring various risk metrics, exposures, and hedges. The Firm has proprietary systems in place to monitor risk at the position, book, and portfolio level on a daily basis, and such risks are regularly reviewed by the portfolio manager.
- B. Review Triggers. A review of the Funds in addition to the regular reviews may be triggered by a discrepancy arising from issues with internal systems, administrator reports, or prime brokers/custodians.
- C. Reporting. The Firm will rely on OMCL, in conjunction with OMCL's administrator, to report to investors all information pertaining to the Funds. Investors in the Funds will receive written unaudited performance information no less frequently than on a quarterly basis. On an annual basis, investors will also receive copies of the audited financial statements prepared in accordance with U.S. generally accepted accounting principles by Ernst & Young Ltd. (or another accounting firm registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board).

### **Item 14**

#### **Client Referrals and Other Compensation**

- D. Non-Clients. Oasis Capital will not receive economic benefit from non-clients for providing investment advice and other advisory services to clients.
- E. Investor Referrals. Although the Firm does not do so currently, Oasis Capital may compensate its own personnel, affiliates, employees of its affiliates, or third-party solicitors, placement agents, or similar persons who refer potential investors to Oasis Capital. Such compensation will be paid by Oasis Capital and will not be charged to its clients.



## **Item 15**

### **Custody**

This Item is not applicable as Oasis Capital does not have custody of the assets of the Funds.

## **Item 16**

### **Investment Discretion**

Pursuant to a sub-advisory agreement with OMCL, Oasis Capital accepts discretionary investment authority to manage securities accounts on behalf of the Funds. The Firm is committed to adhering to the investment strategy and program set forth in each Fund's Private Placement memorandum and/or other governing documents. Oasis Capital will buy and sell securities and other instruments for the Funds on a discretionary basis in a manner consistent with each Fund's stated investment guidelines.

Prior to accepting subscriptions for interests into the Funds, the Firm provides all investors with a Private Placement Memorandum and/or other governing documents that set forth the Firm's investment strategy and program and the terms of investment for investors. By completing subscription documents to acquire an interest in one of the Funds, investors give OMCL and Oasis Capital complete authority to manage their investments in accordance with the Private Placement Memorandum and/or governing documents they receive.

Various securities and/or tax laws as well as internal compliance policies may impose additional restrictions on the instruments that may be traded on behalf of clients.

## **Item 17**

### **Voting Client Securities**

Oasis Capital has authority to vote client securities. The Firm's policy is to vote proxy proposals, amendments, consents or resolutions relating to Fund securities, including interests in private investment funds, if any, (collectively, "proxies") in a manner that serves the best interests of the Funds managed by the Firm, as determined by the Firm in its discretion, taking into account relevant factors such as: the impact on the value of the securities; the anticipated costs and benefits associated with the proposal; the effect on liquidity; and customary industry and business practices. Typically, as a company's management is best suited to make decisions that are essential to the ongoing operation of a company, Oasis Capital will vote proxies in line with company management, unless such recommendation is not in the best interest of the Funds. Investors or clients cannot direct the Firm's proxy votes.

At times, conflicts may arise between the interests of the Funds and the interests of the Firm or its affiliates. If a conflict of interest is identified, Oasis Capital will not make related proxy voting decisions until it has been determined that the conflict of interest is not material or a method for resolving the conflict of interest has been agreed upon and implemented. Materiality determinations will be based on an assessment of the particular facts and circumstances and Oasis Capital will maintain a written record of all materiality determinations. If it is determined that a

conflict of interest is not material, Oasis Capital may vote the proxy, notwithstanding the existence of the conflict.

The Firm will maintain or have available written or electronic copies of each proxy statement received and of each executed proxy. The Firm will also maintain records relating to each proxy including: the determination as to whether the proxy was routine or not; the voting decision with regard to each proxy; and any documents created by the Firm (or others) that were material to making the voting decision.

Oasis Capital's proxy voting policies and procedures can be made available to investors upon request.

## **Item 18**

### **Financial Information**

Balance Sheet. Oasis Capital will not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus is not required to include a balance sheet for its most recent fiscal year.

Financial Condition. Oasis Capital is not aware of any financial condition that is likely to impair its ability to meet contractual commitments to clients. Oasis Capital has not been the subject of a bankruptcy petition at any time during the past ten years.

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