

**Part 2A of Form ADV: Firm Brochure  
Dated March 26, 2015**

**Inverness Graham Investments, Inc.**

3811 West Chester Pike  
Building 2, Suite 100  
Newtown Square, PA 19073  
P: 610.722.0300  
F: 610.251.2880  
[www.invernessgraham.com](http://www.invernessgraham.com)

**This brochure provides information about the qualifications and business practices of Inverness Graham Investments, Inc. If you have any questions about the contents of this brochure, please contact us at 610.722.0300. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Inverness Graham Investments, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## Item 2 Material Changes

On March 17, 2015, Inverness Graham Investments III held a first closing on \$231,146,000 of commitments. Accordingly, the Regulatory Assets Under Management of Inverness Graham (defined below) as of March 17, 2015, is approximately \$506,491,000.

## Item 4 Advisory Business

Inverness Graham Investments, Inc., a Pennsylvania corporation ("Inverness Graham" or "we"), is an operationally focused, lower middle market private equity firm headquartered in suburban Philadelphia. Inverness Graham acquires high growth, innovative manufacturing and service companies. Inverness Graham was formed in 1996.

Inverness Graham is owned by Kenneth A. Graham, its senior managing principal.

We provide investment advisory services to pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended, and whose securities are not registered under the Securities Act of 1933, as amended. We currently provide investment advice to Inverness Graham Investments, L.P., Inverness Graham Investments II, L.P., Inverness Graham Investments III, L.P., Inverness Graham Investments III-A, L.P., Inverness Graham Investments III-B, L.P., Inverness Graham Investments III-C, L.P., IGI I Annex Fund, L.P., Mesker Co-Invest (IGI-II), L.P., Nobles Co-Invest (IGI-II), L.P., Identity Co-Invest (IGI-II), L.P., TechDevice Co-Invest (IGI-II), L.P. and Datasource Co-Invest (IGI-II), L.P. (collectively, the "Funds").<sup>1</sup> We may in the future advise other funds in addition to those listed herein.

As investment adviser for each Fund, Inverness Graham identifies investment opportunities and participates in the acquisition, management, monitoring and disposition of investments for each Fund. Inverness Graham provides these investment advisory services to each Fund pursuant to separate investment advisory agreements (each an "Advisory Agreement").<sup>2</sup> The terms of the investment advisory services to be provided by Inverness Graham to a Fund, including any specific investment guidelines or restrictions, are set forth in such Fund's Advisory Agreement and/or in its limited partnership agreement. We tailor our advisory services to the individual needs of each of the Funds. Individual needs are identified through a review of each Fund's overall investment guidelines and objectives, as well as specific investment goals.

We do not participate in any wrap fee programs.

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<sup>1</sup> With respect to certain of the Funds, Inverness Graham provides its services indirectly through wholly owned subsidiaries.

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As of December 31, 2014, we managed a total of approximately \$275,345,000 of assets for the Funds on a discretionary basis. As of the date hereof, we manage approximately \$506,491,000 of assets. We do not manage any assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

We are compensated for our investment advisory services based on a percentage of committed capital or invested capital. Generally, each Fund pays us a management fee based on committed capital during its investment period, and thereafter pays us a management fee based on invested capital. We negotiate the rate with investors in each Fund at the time such Fund is established. We are entitled to collect management fees from some of the Funds on a semi-annual basis and from other Funds on a quarterly basis. As described below, the management fee may be reduced or waived in some circumstances in connection with the receipt by Inverness Graham or its affiliates of various fees paid by actual or prospective portfolio companies. The management fee is generally subject to waiver or reduction by Inverness Graham in its sole discretion, including in connection with investments made by the general partner of the Fund or its affiliates.

Management fees are payable quarterly in advance of the services rendered or semiannually on the 15<sup>th</sup> day of the period. As required by the Investment Advisers Act of 1940, as amended (the "Advisers Act"), if the Advisory Agreement is terminated before the end of the applicable period, management fees will be charged on a pro rata basis through the date of termination, and any fees paid in advance but not earned will be refunded.

The Funds generally bear certain other fees, expenses and costs which are incidental or related to the maintenance of the Fund or related to the acquisition, carrying and disposition of investments, including but not limited to private placement fees, sales commissions, appraisal fees, taxes, brokerage fees, accounting, legal, investment banking, consulting, information services, professional fees, custodial, trustee, record keeping, partnership reporting, insurance, telephone, travel and other such expenses. Some of the above services may be provided at cost by our affiliates.

Inverness Graham and its affiliates perform management, advisory, transaction-related, financial advisory and other services for, and receive fees from, actual or prospective portfolio companies of the Funds, including such fees in connection with mergers, acquisitions, add-on acquisitions, refinancings, sales and similar transactions. These fees may be significant. Such fees may be paid in cash, in securities of portfolio companies or investment vehicles (or rights thereto).

Although such fees are in addition to the management fees paid by the Funds, Inverness Graham will in some circumstances reduce future management fees in connection with the receipt of these fees. The calculation of such reduction varies from Fund to Fund and is described in the applicable limited partnership agreements. These fees are disclosed in the annual financial statements of the applicable Fund.

In order to improve efficiency and reduce certain costs, Inverness Graham's wholly owned subsidiary, Inverness Graham Operating Group, LLC ("IGOG"), provides operational

consulting and other specialized advisory services to portfolio companies and the Funds. IGOG primarily focuses on providing these operational consulting advisory services to portfolio companies, however these services may also be provided directly to the Funds. IGOG is an alternative to the outsourcing of such services to third parties. IGOG is compensated for these services by receiving reimbursement of the costs incurred in connection with providing these services.

Neither we nor any of our supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

#### **Item 6 Performance-Based Fees and Side-by-Side Management**

Some of our supervised persons receive carried interest distributions from the Funds, which are based on a share of realized gains in the assets of such Fund. The amounts of such distributions are set forth in the limited partnership agreements of the Funds.

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

We provide investment advice to the Funds. Investors in the Funds include high-net-worth individuals, college and university endowments, public and private pension plans, funds-of-funds and other institutional investors.

Funds may have a specified minimum investment set forth in their offering documentation, organizational documents or other governing documents. Such minimums are typically subject to the discretion, on the part of Inverness Graham, to permit investment of a smaller amount generally or with respect to any investor in the relevant Fund.

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

Our investment objective is to make investments in smaller, lower middle market businesses, primarily targeting high growth, technology enabled manufacturing and service companies. Our primary focus is on creating value by driving operational improvements at all of our Funds' portfolio companies. In evaluating potential portfolio companies, we conduct extensive due diligence to analyze, among other things, the company's market and competitive position within that market, cost and revenue structures, unique assets, such as brand strength, distribution capability and intellectual property, management team and compensation structure, contingent liabilities (environmental, regulatory, accounting or otherwise), potential growth opportunities and potential exit strategies.

IGOG also utilizes a group of operating partners and industry experts with significant career experience across a broad range of industries who assist us in the sourcing of investment opportunities, the due diligence of potential transactions and the ongoing development of portfolio companies.

Our investment strategy is primarily long-term investment in privately held companies. It is possible that some investments may be held for less than a year, though this is not typical of our investment strategy. Inverness Graham's Investment Committee, comprised of senior

members of Inverness Graham, is ultimately responsible for making investment decisions for the Funds.

Investing in securities involves a high degree of risk that can result in substantial losses. We may not be able to correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. Investors should be prepared to bear this risk of loss. Prospective and existing investors are advised to review the offering materials and other constituent documents for full details on each applicable Fund's investment, operational and other actual and potential risks.

### **Item 9 Disciplinary Information**

There are no legal or disciplinary events relating to our advisory business or the integrity of our management.

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

Neither we nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither we nor any of our management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

Other than as described below, neither we nor any of our management persons have any relationship or arrangement that is material to our advisory business or to the Funds with any related person who is a broker-dealer, municipal securities dealer or government securities dealer or broker; investment company or other pooled investment vehicle; other investment adviser or financial planner; futures commission merchant, commodity pool operator or commodity trading advisor; banking or thrift institution; accountant or accounting firm; lawyer or law firm; insurance company or agency; pension consultant; real estate broker or dealer; or sponsor or syndicator of limited partnerships.

Inverness Graham acts as investment adviser to the Funds, and certain related persons act as general partners of the Funds. Additionally, certain related persons serve as management companies to the Funds and provide administrative and managerial services. The Investment Committee of Inverness Graham is currently comprised of the Managing Principals and the chief executive officer of IGOG.

Except as described in the next paragraph, we do not recommend or select other investment advisers for the Funds or have other business relationships with other investments advisers that create a conflict of interest.

Mr. Graham controls, and a trust of which Mr. Graham is the beneficiary has a majority economic interest in, an investment vehicle that owns a passive minority interest (five percent or less) in another SEC-registered investment adviser (the "Other Advisor"). This investment vehicle is entitled to a portion of the management fees and carried interest received by the Other Advisor. An investment fund managed by the Other Advisor (the "Other Advisor's Fund") is a

limited partner of one of the Funds, and participates from time to time in co-investments offered to certain limited partners of such Fund. A conflict of interest in the allocation of co-investment opportunities exists because Mr. Graham may benefit from the Other Advisor's Fund's participation in co-investment through his indirect economic interest in the Other Advisor, a benefit that does not exist with respect to other potential co-investors. We address this conflict as follows: (i) the limited partnership agreement of the applicable Fund specifies which limited partners have priority regarding co-investment opportunities and the Other Advisor's Fund is not one of the limited partners that has priority, (ii) after complying with such priority allocation obligation, co-investment opportunities are offered broadly to all institutional limited partners of the applicable Fund that have indicated an interest in co-investment and have the ability and experience to act quickly on such opportunities and (iii) allocation of co-investment opportunities are reviewed by our Chief Compliance Officer if the Other Advisor's Fund is participating.

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

We have adopted a written Code of Ethics which applies to all of our employees and any person who enters into a significant consulting or other similar relationship with us that is not specifically exempted. Our Code of Ethics requires our employees to serve the best interests of our clients in compliance with our status as a fiduciary, to comply with applicable federal securities laws and to report any violations of our Code of Ethics promptly to our Chief Compliance Officer. Our Code of Ethics includes insider trading policies and procedures. Among other things, each of our employees must pre-clear certain personal securities transactions and must also provide copies of trade confirmations and periodic account statements, annual securities holdings reports and quarterly securities transactions reports. We will make our Code of Ethics available to any investor or prospective investor who requests a copy.

From time to time we may cause one of the Funds to buy or sell securities in which one of our officers or directors or their Affiliates (as defined in the Funds' limited partnership agreements) has a material financial interest. The existence of such relationships may create a conflict of interest between the Fund and the relevant officer, director or Affiliate. Pursuant to the limited partnership agreements of the Funds, such transactions must be approved by either the Fund's advisory board or a subcommittee of the Fund's advisory board made up of non-affiliated limited partners.

From time to time our officers or directors or their Affiliates may wish to co-invest in a transaction in which one of the Funds is making an investment. This may create a conflict of interest between the Fund and the relevant officer, director or Affiliate. Pursuant to the limited partnership agreements of the Funds, such transactions must be approved by either the Fund's advisory board or a subcommittee of the advisory board made up of non-affiliated limited partners, provided that approval is not required if the officer, director or Affiliate acquires such securities in the public securities markets or if the officer, director or Affiliate acquires such securities in his or her capacity as a director of a portfolio company.

From time to time one of our Funds may co-invest with another of our Funds. In the event such a co-investment is made, both Funds must invest in and dispose of such investment at the same time and on the same terms and conditions.

From time to time certain of our related persons that are not Affiliates may co-invest in a transaction in which one of the Funds is making an investment. Pursuant to the limited partnership agreements of the Funds, we may only offer such co-investment to the extent we believe it is appropriate to do so and consistent with the interests of the Partnership. In addition, we do not reduce the Fund's level of investment in such a transaction below that which we deem appropriate. We believe that any potential conflicts are mitigated by the fact that, due to our right to receive management fees and carried interest distributions from the Funds, but not from such related persons' co-investments, we are economically incentivized not to offer more co-investment than we believe would be in the best interest of the Funds.

## **Item 12 Brokerage Practices**

As a private equity firm, from time to time we may engage registered broker-dealers to assist us in selling one of our privately held portfolio companies or publicly traded securities. In the event we choose a broker-dealer, we seek to obtain best execution of transactions.

In selecting broker-dealers and negotiating rates, we look for whether the transaction represents the best qualitative execution and take into account several factors, including but not limited to the broker-dealer's relevant expertise in portfolio companies of the relevant size and industry, the reputation of the broker-dealer, the quality of investment research, timing and speed of execution and responsiveness.

To the extent we aggregate orders for purchase and sale, we will aggregate such orders as we deem appropriate and in accordance with the Funds' limited partnership agreements and in the best interest of each Fund.

## **Item 13 Review of Accounts**

We manage the Funds on a day-to-day basis, as needed. The Funds' portfolio companies are closely reviewed by our Managing Principals and investment professionals.

Audited financial statements are prepared for each of the Funds following the end of each fiscal year, and unaudited financial statements are prepared for each of the Funds following the end of the first three fiscal quarters, in each case in accordance with the terms of the Funds' limited partnership agreements.

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

Inverness Graham or IGOG may provide certain operational consulting and other specialized advisory services to the Funds and their portfolio companies and may receive compensation from the Funds and their portfolio companies in connection with such services. These fees may be in addition to management fees. See Item 5 above for additional information.



Neither Inverness Graham nor any affiliate directly or indirectly compensates any person other than our officers, partners, directors or employees for investor referrals.

### **Item 15 Custody**

Not applicable.

### **Item 16 Investment Discretion**

Inverness Graham and its affiliates generally have the authority to make all investment determinations on behalf of the Funds. The limited partnership agreements of the Funds generally impose some limitations on our investment discretion, which limitations can only be waived by the Fund's advisory board, a subcommittee of the advisory board or its limited partners.

### **Item 17 Voting Client Securities**

We have adopted a Proxy Voting Policy to comply with Rule 206(4)-6 promulgated under the Advisers Act. The Proxy Voting Policy, which has been designed to ensure that we vote proxies in the best interest of the Funds and provide the Funds with information about how their proxies are voted, contains procedures that have been reasonably designed to prevent and detect fraudulent, deceptive or manipulative acts by us.

It is our policy to vote proxies in the interest of maximizing shareholder value. To that end, we will vote in a way that we believe, consistent with our fiduciary duty, will cause the value of the shares 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. We will vote Fund proxies in the best interest of the Funds and not our own. In voting proxies, we will avoid material conflicts of interest between our interests on the one hand and the interests of the Funds on the other.

The Funds are not able to direct our vote in a particular solicitation.

We will maintain records of all proxy statements received and votes cast in an easily accessible place for five years. Investors and prospective investors in the Funds may request information from us about how we voted the securities held by the Funds. We will make our Proxy Voting Policy available to any investor or prospective investor who requests a copy.

### **Item 18 Financial Information**

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Inverness Graham has not been the subject of a bankruptcy petition at any time during the past ten years.

**Item 19 Requirements for State-Registered Advisers**

Not applicable.