

**FORM ADV PART 2A: FIRM BROCHURE**



**RAGING CAPITAL MANAGEMENT, LLC**

Ten Princeton Avenue

Rocky Hill, NJ 08553

Phone: (609) 357-1870

December 15th, 2015

This brochure provides information about the qualifications and business practices of Raging Capital Management, LLC ("Raging Capital" or the "Adviser"). If you have any questions regarding the contents of this brochure, please contact us at (609) 357-1870 or via email, [info@ragingcapital.com](mailto:info@ragingcapital.com).

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 with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Raging Capital Management, LLC can also be found on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since our annual filing on March 28<sup>th</sup>, 2014, and the date of this brochure, there have been no material changes to the brochure.



**RAGING CAPITAL**  
MANAGEMENT

Brochure (ADV Part 2A) December 15, 2015

Page 2

### Item 3 – Table of Contents

Item 2 – Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-By-Side Management .....	6
Item 7 – Types of Clients.....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Item 9 – Disciplinary Information .....	15
Item 10 – Other Financial Industry Activities and Affiliations .....	16
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	18
Item 12 – Brokerage Practices .....	20
Item 13 – Review of Accounts.....	23
Item 14 – Advisory Client Referrals and Other Compensation.....	24
Item 15 – Custody .....	25
Item 16 – Investment Discretion .....	26
Item 17 – Voting Client Securities.....	27
Item 18 – Financial Information.....	28



#### Item 4 – Advisory Business

Raging Capital Management, LLC (“Raging Capital”), a Delaware limited liability company, was formed in January 2006, and began advising clients in April 2006. William C. Martin is the primary owner and sole managing member of Raging Capital.

Raging Capital’s only offerings are private funds intended for sophisticated investors. Raging Capital serves as the investment adviser and general partner of these funds and has full discretionary trading authority with respect to the funds.

The Funds (each a “Fund” and collectively the “Funds”) are organized in a master-feeder structure as follows:

<u>Master Fund:</u>	Raging Capital Master Fund, Ltd. <i>(A Cayman Islands exempted company)</i>
---------------------	--

<u>Feeder Fund:</u>	Raging Capital Offshore Fund, Ltd. <i>(A Cayman Islands exempted company)</i> Raging Capital Fund (QP), LP <i>(A Delaware limited partnership)</i>
---------------------	---

Raging Capital predominately employs a “hedged” or long-short strategy which focuses primarily on small to mid-cap United States equities.

Raging Capital does not tailor its advisory services to the individual needs of investors in the Funds (“Fund Investors”) and does not accept Fund Investor-imposed investment restrictions.

As of December 31<sup>st</sup>, 2014, Raging Capital manages approximately \$562.8 million in net assets on a discretionary basis. Raging Capital does not manage assets on a non-discretionary basis.

## Item 5 – Fees and Compensation

The Funds pay Raging Capital a monthly management fee in arrears ranging from 1.5% to 2.0% (per annum) of the net assets of the Funds, plus an annual performance allocation to Raging Capital ranging from 15% to 20% of the net profits (including net unrealized gains) as of the end of a fiscal year (after deducting all expenses) allocated to an investor, subject to a loss carryforward provision.

In general, these fees are not negotiable. However, Raging Capital may waive or reduce the fixed fee and/or performance-based compensation for investors that are members, principals, or employees or affiliates of Raging Capital or relatives of such persons and for certain large or strategic investors.

As more fully described in each Fund's offering documents, each Fund is responsible for various expenses including legal, compliance, audit, administrator and accounting expenses (including third party accounting services); organizational expenses; investment expenses such as commissions and research fees and expenses (including research related travel); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund-related insurance costs; and any other expenses related to the purchase, sale or transmittal of Fund assets.

Expenses directly related to a Fund are charged to that Fund. To the extent that fees and expenses of the Funds (including management fees) are identifiable with a particular class of interest or class or series of shares, such fees and expenses are charged solely to the relevant interests, class, or series, as applicable. Expenses that are common to multiple Funds of Raging Capital are typically borne by such Funds on a pro rata basis in accordance with their net asset value.

Neither Raging Capital nor its officers or employees accept compensation for the sale of securities or other investment products. Certain employees or supervised persons of Raging Capital sit on the boards of public companies and receive material compensation for their role.

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

As discussed in Item 5, Fees and Compensation, Raging Capital receives performance-based compensation ranging from 15% to 20% of annual net profits of the Funds.

The fact that Raging Capital is compensated based on the trading profits may create an incentive to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. The performance based compensation received by Raging Capital is based on the Funds' total net return and includes both realized and unrealized gains and losses. As a result, Raging Capital may receive a performance allocation reflecting unrealized gains at the end of a year that are not subsequently recognized by the Funds. Raging Capital is involved with the valuation of securities, including certain privately securities held by the Funds, which in turn determines the calculation of the management fee and the performance allocation it receives. This creates an incentive for Raging Capital to increase the value of the assets during the valuation process. Raging Capital has addressed this conflict of interest by creating a Valuation Committee and adopting certain policies and procedures dealing with valuation of portfolio assets which includes using readily available market quotations and other commonly used and recognized valuation methods to value securities. Raging Capital has also engaged Cognient Group, an independent firm that specializes in asset valuation to assist with asset valuation. In addition, each Fund is subject to an annual audit.

## **Item 7 – Types of Clients**

As noted in Item 4, Advisory Business, Raging Capital provides investment advisory services to the Funds.

The minimum initial investment in the Funds is \$1,000,000, subject to waiver at the discretion of Raging Capital.



**RAGING CAPITAL**  
MANAGEMENT

Brochure (ADV Part 2A) December 15, 2015

Page 7

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

### **Investment Objective**

Raging Capital's investment objective is to earn superior long-term, absolute, risk-adjusted returns regardless of overall market performance without taking outsized risks, and to maximize after tax returns. To achieve this, Raging Capital employs a hedged, or long-short, generalist investment strategy primarily in small to mid-cap U.S. equities. Raging Capital primarily focuses on companies within the Internet, media, technology, energy, consumer goods and financial services sectors that typically are not well-covered by Wall Street analysts.

Raging Capital utilizes a fundamental and research-driven approach to investing where returns are derived from security selection, not market direction. In managing the Funds' assets, Raging Capital may use complementary derivatives strategies in order to selectively enhance returns and/or reduce risk, but it does not directly trade currencies or commodities.

### **Investment Process**

Raging Capital's investment process is threefold:

- Identify emerging growth companies before they are known and obvious.
- Find deep value companies with a catalyst.
- Manage a diverse short book with an eclectic, "off the beaten path" bent.

#### *Emerging Growth Companies before They're Known and Obvious*

Raging Capital actively seeks out entrepreneurial companies it believes are on the verge of a growth breakout, powered by new products, technologies, sales and marketing efforts, or macro-drivers. Raging Capital identifies these companies by tracking hundreds of prospects that are sourced from industry contacts, trade publications/events, and by tracking new technologies and performs due diligence on these ideas via the Adviser's extensive network and rigorous internal efforts.

Raging Capital's goal is to build a portfolio of emerging growth stocks which it believes offer significant upside potential but with limited downside risk since very little of the upside growth optionality is correctly priced in.

#### *Deep Value Companies with a Catalyst*

Raging Capital seeks out companies that it believes are priced at significant discounts to their intrinsic value, defined by looking at their value in a sale, liquidation value, potential earnings power, etc. These are companies that often trade at or around their cash on hand, have significant net operating losses



which can be used to offset future tax liabilities and are trading at or close to their 52-week lows. Raging Capital will only invest in these "deep value" situations when it believes there is a catalyst at hand, such as a new management team, a product or technology cycle, or an influential new investor.

Raging Capital may take an active role in order to attempt to accelerate or maximize the realization of value from an investment by being a catalyst for corporate change. Raging Capital may pursue various activist strategies that include working with a company's existing management team or seeking to change the existing management or seeking change in a company's strategic direction. Specific activist activities may include recruiting and nominating directors to a company's board of directors who may or may not be affiliated with Raging Capital. Such activist activities may involve Raging Capital either working alone or in conjunction with other investors.

Raging Capital's goal is to build a portfolio of deep value stocks with asymmetric return potential; specifically, seeking limited downside risk paired with a timely and realistic potential upside catalyst.

#### *Manage a Diverse Short Book with an Eclectic, "Off the Beaten Path" Bent*

Raging Capital seeks out short ideas from a range of sources: pairs against favored longs, company insider screens, accounting and earnings quality flags, lists of questionable insiders and auditors, macro themes, fads, and fundamental business model failures. The Adviser tries to avoid the most popular shorts, as they are often crowded and thus more dangerous. Raging Capital believes its internal accounting expertise and due diligence capabilities, along with an ability to think independently, provides it an advantage in identifying and maintaining good short ideas.

Raging Capital's short-book goal is to build a diversified portfolio of low quality and over-priced stocks where it can generate relative and absolute returns.

#### **Risk Factors**

Raging Capital seeks to manage its risk exposure in several ways. These include business quality evaluation, determination of business prospects and expected roadmap to investment returns. First, Raging Capital will determine business quality through an evaluation of the investment company's business model, industry landscape, competitive advantages/challenges and management team. Raging Capital will then perform a thorough historical financial analysis and determine "earnings quality." Once the Adviser has completed its business quality analysis, Raging Capital will evaluate a company's business prospects by:

- Leveraging the Raging Capital's operating experience and industry contacts to anticipate opportunities and vulnerabilities.
- Calculating cash flow generation capabilities over 1, 3, and 5 year time frames.

- Determining company specific and/or industry wide trends by interviewing customers, competitors, management, suppliers, regulators and industry consultants.
- Analyzing subsequent valuation discrepancies based on the Raging Capital's informational and/or analytical advantages.

Finally, Raging Capital will outline a company's investment roadmap that anticipates the timing and impact of potential catalysts and establishes positioning on the Earning Revision Cycle.

### **Investment Risk**

Investing in Funds managed by Raging Capital involves risk of loss that investors should be prepared to bear.

### **Market Risk**

The profitability of a significant portion of Raging Capital's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Raging Capital will be able to predict accurately these price movements. Although Raging Capital attempts to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

### **Nature of Investments**

Raging Capital has broad discretion in making investments for the Funds. Investments will generally consist of equity securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Raging Capital will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Funds' activities and the value of its investments. In addition, the value of portfolios may fluctuate as the general level of interest rates fluctuates.

### **Short Sales**

Short selling involves certain additional risks. Such transactions expose the Funds to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and in the case of equities, without effective limit. There is the risk that the securities borrowed by Raging Capital in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein Raging Capital might be compelled, at the most disadvantageous

time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

### **Small to Medium Cap Stocks**

Raging Capital will primarily invest in the stocks of companies with small- to medium-sized market capitalizations. While Raging Capital believes they often provide significant potential for appreciation, such stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

### **Illiquid Investments**

Certain investments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and Raging Capital's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for Raging Capital to obtain market quotations based on actual trades for the purpose of valuing a fund's portfolio.

### **Leverage**

The use of leverage exposes the Funds to additional levels of risk, including (i) greater losses from investments than would have been the case had the Funds not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Funds' cost of borrowing such funds. In the event of a sudden, significant drop in value of the Funds' assets, the Funds might not be able to liquidate assets quickly enough to repay their borrowings, further magnifying their losses.

In an unsettled credit environment, Raging Capital may find it difficult or impossible to obtain leverage for the Fund. In such event, Raging Capital could find it difficult to fully implement its strategy. In addition, any leverage obtained may be terminated (or the collateral requirements changed) on short notice by the lender, which could result in Raging Capital being forced to unwind the Funds' positions quickly and at prices below what Raging Capital deems to be fair value for such positions.

### **Non-U.S. Securities**

Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising

both risks and opportunities not typically associated with investing in securities of the United States Government or United States companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

### **Options**

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

### **Counterparty and Custodial Risk**

There are risks involved in dealing with the custodians who settle Raging Capital trades. Each Fund maintains accounts with one or more prime brokers who act as custodian of Fund assets. Although Raging Capital monitors and believes that they are appropriate custodians, there is no guarantee that the custodians will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a custodian, there is no certainty that, in the event of a failure of a custodian that has custody of Fund assets, the Fund would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both. The Funds will rank as an unsecured creditor to each of its custodians in relation to assets that the custodians lend or otherwise use and, in the event of the insolvency of a custodian, the Funds might not be able to recover equivalent assets in full. In addition, if applicable law permits, cash that the custodians hold or receive on the Fund's behalf may be inaccessible by the Funds, may not be segregated from the custodians' own cash and may be used by the custodians in the course of their investment business. In such event, the Funds will rank as one of the custodians' general creditors.

### **Risks Inherent with Activist Activity Including Seeking a Control Position in a Company**

Raging Capital, as part of its investment strategy, may seek to influence the strategic direction of a company in which the Funds have made an investment ("Portfolio Company"). Such activities will often include various strategies to influence a Portfolio Company's board of directors or management, and may include seeking a control position in the Portfolio Company. The possibility of proxy contests and other methods associated with seeking such control may lead to litigation. Such litigation can be time consuming and expensive. Furthermore, the outcome of such litigation is often difficult to predict and involves a good deal of uncertainty. In addition, the risks associated with seeking a control position in a Portfolio Company and any resulting litigation can adversely affect the Portfolio Company's stock price.

The intended strategy for a Portfolio Company may be unsuccessful, or may take considerable time to realize results. If the anticipated results do not occur, Raging Capital may be required to sell its investment at a loss. Moreover, there may be instances where Raging Capital will be restricted in transacting in or redeeming a particular investment as a result of its activities.

### **Directorships on Boards of Portfolio Companies**

From time to time, persons affiliated with Raging Capital may serve as directors of Portfolio Companies, or in a similar leadership capacity. In the event that such designees of Raging Capital (i) obtain material non-public information with respect to such Portfolio Companies or (ii) are subject to trading restrictions pursuant to the internal trading policies of such Portfolio Companies, the Funds may be prohibited for a period of time from purchasing or selling the securities of such Portfolio Companies, which prohibition may have an adverse effect on the Funds. In addition, a Portfolio Company director who is also an affiliate of Raging Capital may, in certain circumstances, have a conflict of interest due to their dual fiduciary responsibilities. In certain instances, persons affiliated with Raging Capital will receive compensation directly from Portfolio Companies in addition to their compensation from Raging Capital.

### **Special Situations and Distressed Securities**

Raging Capital may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies, and similar transactions. Investment opportunities involving any such type of special situation expose the Funds to additional risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Funds could be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions

involving financially troubled companies in which the Funds may invest, there is a potential risk of loss by the Funds of its entire investment in such companies.

### **Currency Risks**

Raging Capital investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Raging Capital may attempt to hedge such risks.

### **Emerging Markets**

Investing in emerging market debt or equity involves certain risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include (i) the risk of nationalization or expropriation of assets or confiscatory taxation; (ii) social, economic and political uncertainty including war; (iii) dependence on exports and the corresponding importance of international trade; (iv) price fluctuations, less liquidity and smaller capitalization of securities markets; (v) currency exchange rate fluctuations; (vi) rates of inflation (including hyperinflation); (vii) controls on foreign investment and limitations on repatriation of invested capital and on the Funds' ability to exchange local currencies for U.S. dollars; (viii) governmental involvement in and control over the economies; (ix) governmental decisions to discontinue support of economic reform programs generally and to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the securities markets; (xii) longer settlement periods for securities transactions; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; (xiv) certain considerations regarding the maintenance of the Fund's portfolio securities and cash with non-U.S. sub-custodians and securities depositories.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of its management. Raging Capital has no applicable disciplinary information to disclose.

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

### **InsiderScore, LLC**

William C. Martin, the managing member Raging Capital, co-founded in July 2004, InsiderScore, LLC (“InsiderScore”) ([www.insiderscore.com](http://www.insiderscore.com)), which provides proprietary research tools to institutional investors. Mr. Martin remains a significant owner but is not involved in the day-to-day operations of the InsiderScore.

Raging Capital is a client of InsiderScore pursuant to a standard licensing agreement. The research Raging Capital receives is the same as any other client who has entered into a standard licensing agreement. Although this agreement was negotiated at arm’s length, a conflict of interest exists as Raging Capital may have incentive to use InsiderScore in order to increase the value of Mr. Martin’s investment in InsiderScore. In addition, InsiderScore is paid for with soft dollars as described in Item 12 – Brokerage Practices.

Raging Capital believes adequate policies and procedures are in place, as well as other factors that mitigate these conflicts. Raging Capital’s policies and procedures require it to periodically assess the value of its various research and other service providers.

### **Princeton Ventures Management, LLC**

Since August 2006, Mr. Martin and one other Raging Capital affiliated person have been involved with Princeton Ventures Management, LLC, (“PV”) an entity principally engaged in the activity of sourcing and funding investments in privately held companies. The affiliated persons are not employees of PV, but instead serve as advisers to PV and assist PV with certain business activities. The affiliated persons permit PV to refer to their business background, prior venture capital performance record, and their involvement with PV in marketing materials and on PV’s website. In return, Mr. Martin receives a portion of any revenue and/or fees earned by PV from its business activities. The Funds have made and may again in the future make investments in opportunities sourced by PV. The affiliated persons may also invest their personal funds alongside the Funds in these investment opportunities. Although PV will still earn its normal fee when the Funds invest, Mr. Martin will not receive any portion of the fee.

A conflict of interest exists as Mr. Martin and the affiliated person have an incentive to invest personally in certain PV opportunities, which could reduce the investment opportunity that would be allocated to the Funds. Raging Capital believes it has policies and procedures in place to ensure that Raging Capital fulfills its fiduciary duty to the Funds including the review of all investment opportunities



to ensure they are consistent with the Funds investment objectives and when suitable, are first allocated to the Funds before Mr. Martin or any other Raging Capital affiliated person receive an allocation. In addition, Raging Capital's Code of Ethics requires pre-approval by the Chief Compliance Officer or designated representative for personal investments in limited offerings such as those available through PV.

### **Side Letters**

Raging Capital has entered into and may from time to time enter into additional agreements with certain prospective or existing investors in the Funds, whereby such investors may be granted favorable rights not offered to other investors. Such rights may include, but not limited to, special rights to make future investments in the Funds; special withdrawal rights; rights to receive reports from the Fund or Raging Capital on a more frequent basis or that include information not provided to other investors; and rights to receive reduced fixed fees and/or performance-based fees. For a detailed discussion of Side Letters, investors should refer to each Fund's official offering documents.

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

Raging Capital has adopted a comprehensive Code of Ethics designed to promote high ethical standards and reflect Raging Capital's fiduciary duty to the Funds. The Code of Ethics establishes standards of business conduct for all employees and is designed to detect and prevent prohibited acts and mitigate potential conflicts of interest between Raging Capital, its employees and the Funds. Raging Capital provides training at least annually to all employees with regards to its Code of Ethics.

The Code of Ethics permits employees of Raging Capital, including their spouses, minor children, and/or any other person or entity over which the employee exercises control or investment discretion, to engage in personal investing. Raging Capital believes it has policies and procedures which effectively address the potential conflict of interest that may exist between Raging Capital and its Funds as a result of personal trading activities. Raging Capital closely monitors the personal trading of employees, prohibits excessive personal trading and requires pre-approval from the Chief Compliance Officer or designated representative for personal trades.

The Code of Ethics establishes guidelines for employees with identifying instances when they might be exposed to material non-public information and compliance procedures when they believe they are in possession of material non-public information. The Code of Ethics also strictly prohibits Raging Capital and its employees from engaging in market manipulation, the spreading of rumors and any sort of collusion with other market participants.

Other features of Raging Capital's Code of Ethics include:

- annual certification by employees that they have read, understand and agree to abide by Raging Capital's Code of Ethics and insider trading policies and procedures; and
- quarterly submission of securities transaction reports and annual securities holdings reports for each personal account of the employee and their spouse, minor children, and any other person or entity over which the employee exercises control or investment discretion.

Raging Capital participates in certain special purpose vehicles ("SPV") created to hold specific illiquid investments. The SPV's may or not be wholly owned by the Funds. Employees of Raging Capital and their families may also be direct investors in the SPV's. This creates a potential conflict of interest as Raging Capital has an incentive to provide preferential allocation of certain SPV investment opportunities to employees and their family members. Raging Capital has adopted policies and procedures designed to mitigate this conflict, which include specific review of all investment opportunities in which Raging Capital employees and family members also participate. In addition, Raging Capital's Code of Ethics requires pre-

approval by its Chief Compliance Officer or designated representative for personal trades, including those in limited offerings (which include the SPV's). The Funds' investments in the SPV's are included in the net assets of the Funds.

Raging Capital will provide a copy of the Code of Ethics to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.



## **Item 12 – Brokerage Practices**

### **Broker Selection**

Raging Capital retains full discretion to determine the broker or dealer to be used for each securities transaction for Fund accounts. In selecting brokers or dealers to execute transactions, Raging Capital is not obligated to solicit competitive bids and is not obligated to seek the lowest available brokerage commissions, mark-ups or other compensation (collectively, "Commissions"). In certain cases, Raging Capital may be paying more than "execution only" Commissions in which case Funds may be paying for research, brokerage or other services provided by the broker which are included in the Commissions. In these cases, Raging Capital will receive a benefit since Raging Capital otherwise would have to produce or pay for the research or other services directly. Raging Capital may have a conflict of interest in that it may have an incentive to select brokers or dealers because Raging Capital receives research, products or services rather than receiving the most favorable execution. Raging Capital believes it has procedures in place to control the risk associated with this conflict of interest which includes performing regular reviews of its brokers to determine that commissions paid are reasonable in relation to the value of the brokerage services received.

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

### **Section 28(e) Safe Harbor**

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. It is Raging Capital's policy to only use "soft dollars" to obtain research and brokerage services that constitute research and brokerage within the meaning of Section 28(e). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services

providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental to those services (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

In some instances, Raging Capital may receive a product or service that may be used only partially for functions within Section 28(e) (e.g. an order management system, trade analytical software or proxy services). In such instances, Raging Capital will make a good faith effort to determine the relative proportion of the product or service used to assist Raging Capital in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting Raging Capital in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Fund transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for directly by Raging Capital.

Although Raging Capital will make a good faith determination that the amount of Commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and, thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of “mixed use” products or services creates a potential conflict of interest between Raging Capital and its Funds because a specific Fund may pay for certain products and services that are not exclusively for the benefit of that Fund and instead may be primarily or exclusively for the benefit of Raging Capital and its employees. Raging Capital believes it has procedures in place to control the risk associated with this conflict of interest such as performing regular reviews of its brokers to determine that commissions paid are reasonable in light of the value of the brokerage services received and that the amount of trading is reasonable within Raging Capital’s investment strategy.

Raging Capital uses both proprietary research from various brokers as well as third-party research products which are paid for with soft dollars obtained from commissions paid to certain brokers. During the last fiscal year, soft dollar payments made on behalf of Raging Capital were for the following: real time

stock quotes, market data, security specific research, trading and research technology, valuation services, conference expenses and independent equity research firms.

### **Trade Errors**

While Raging Capital's goal is to execute trades seamlessly in the best interests of the Funds it advises, errors can occur for a variety of reasons, and the required corrective measures may differ depending upon the nature of the error. When an error is made on behalf of a Fund's account, Raging Capital will use its best efforts to break or otherwise correct the trade as soon as practicable after discovery to ensure that Funds do not incur a loss.

It is Raging Capital's policy that a trade error that results in a gain to a Fund will remain in the Fund's account. Trade errors that are due to a good faith mistake by a member or employee of Raging Capital, and result in a loss to a Fund, will be assessed to the Fund's account. Trade errors that are due to gross negligence or willful misconduct by a member or employee of Raging Capital and result in a loss to a Fund will be indemnified by Raging Capital.

### **Item 13 – Review of Accounts**

Raging Capital's Managing Member, William C. Martin, monitors and reviews the Funds on a continual basis with a focus on ensuring the Funds adhere to their investment objectives and position limits.

ALPS Fund Services, Inc., is the independent third-party administrator (the "Administrator") who records transactions on a daily basis. The Administrator reconciles the records of the Funds with the Funds' prime brokers on a regular basis. Raging Capital reconciles its internal books with the Funds' prime brokers using its portfolio management system. These reconciliations ensure that portfolio management system and the prime brokers records are in agreement on a daily basis prior each trading day. Any discrepancies, including settlement issues, are addressed immediately and reported to the Firm's CFO for additional follow up, if required. Raging Capital reconciles position level data to the Administrator in the portfolio management system.

The Firm's CFO conducts regular conference calls with the Administrator to discuss the accounts and any pending items prior to month end. The Administrator also prepares a month end accounting package for each Fund which reflects Fund specific holdings, profit and loss including realized and unrealized gains/losses, capital activity, investment related income and expenses and expense items as discussed in each Fund's official offering documents. The CFO reviews these statements, compares them to Raging Capital's internal records, and, once all discrepancies are resolved, signs off on the month end accounting package indicating his agreement.

Investors in Funds generally receive a monthly email, usually on or before the fifth business day of the month, from the Administrator notifying them that their prior month's statement is available for viewing and download on the Administrator's secure website. Investors also receive quarterly commentary from Raging Capital, which can be accessed through Raging Capital's password protected website. In addition, investors receive annual audited financial statements for the Funds within 120 days of year-end.



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

Raging Capital makes cash payments to third-party solicitors for referrals. When applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

As discussed in Item 12 – Brokerage Practices, Raging Capital executes transactions with a broker or dealer that (i) provides Raging Capital with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to Funds advised by Raging Capital, if otherwise consistent with seeking best execution provided Raging Capital is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.



## **Item 15 – Custody**

While the disclosure requirements under this item are not applicable to Raging Capital, it should be noted that Raging Capital does have custody of the Funds' assets by virtue of the fact that Raging Capital acting as general partner has the ability to access and control the assets of the Funds. Raging Capital satisfies its regulatory obligation with regards to Rule 206(4)-2 by ensuring that each Fund is subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.



**Item 16 – Investment Discretion**

Raging Capital has full trading authority over all Fund accounts. Investment discretion authority is granted to Raging Capital contractually when an investor completes and signs a Fund's official subscription package. The Funds do not have any ability to limit Raging Capital's discretionary authority in any way.

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

Raging Capital has adopted Proxy Voting Policies and Procedures, which it believes are reasonably designed to ensure that proxies are voted in the best interest of its Funds and in accordance with its fiduciary duties and Rule 206(4)-6 under the Advisers Act. Raging Capital's policies and procedures contain procedures designed to address potential conflicts of interest that may arise between Raging Capital and its Funds which may include, but not limited to, information barriers and/or engaging a third party to independently advise how a particular proxy should be voted.

Raging Capital has sole and exclusive authority and responsibility to vote all proxies on behalf of its Funds. As such, Funds may not direct how Raging Capital should vote on a particular proxy. Because Raging Capital provides investment advice to commingled investment entities, individual investors in the Funds will not be able to direct Raging Capital on how to cast a proxy vote.

Raging Capital will provide a copy of the Proxy Voting Policies and Procedures and proxy voting record to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.

**Item 18 – Financial Information**

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