



# Gerstein Fisher

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### Item 1: Cover Page

This Brochure provides information about the qualifications and business practices of Gerstein Fisher. If you have any questions about the contents of this Brochure, please contact us at 212-968-0707 ext. 128 or [bdelman@GersteinFisher.com](mailto:bdelman@GersteinFisher.com). 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 Gerstein Fisher is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). References herein to Gerstein Fisher as a "registered investment adviser" or any reference to being "registered" does not imply any level of skill or training.

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## Item 2: Material Changes

Please note that there have not been any specific material changes to Gerstein Fisher's disclosure statement since its last Annual Amendment filing on March 30, 2015. However, there have been substantive disclosure enhancements, including at Items 4 and 5 relative to Gerstein Fisher *Affiliated Mutual Funds*, advisory fees, and Retirement Rollovers. **ANY QUESTIONS:** Gerstein Fisher's Chief Compliance Officer remains available to address any of the disclosure enhancements or any other question a client or prospective client may have regarding any portion of this Brochure.

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## Item 4: Advisory Business

- A. Gerstein Fisher is a corporation formed on April 30, 1996, in the State of New York (previous to which it was a sole proprietorship). Gerstein Fisher became registered as an Investment Adviser Firm in 1993. Gerstein Fisher is owned by its Principal, Gregg S. Fisher.
- B. Gerstein Fisher offers to its clients (individuals, business entities, trusts, estates and charitable organizations, etc.), directly or via one or more affiliates, investment advisory services, and, upon client request, tax preparation and financial planning and related consulting services.

### INVESTMENT ADVISORY SERVICES

Gerstein Fisher provides discretionary investment advisory services on a fee basis. Gerstein Fisher's fee for those services is based upon a percentage of the market value of the assets placed under management. Please refer to Item 5 below for more information about these fees.

### FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

Gerstein Fisher provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a negotiable, stand-alone separate fee basis. Please refer to Item 5 below for more information about these fees.

### REPORTING SERVICES AND AGGREGATE DATA STORAGE

Gerstein Fisher offers investment data storage and comprehensive reporting services, which may be provided separately or as part of Gerstein Fisher's other services. The client's assets subject to this service may be separate from those for which Gerstein Fisher provides investment management, review, monitoring and/or for which Gerstein Fisher provides investment recommendations or advice. The Investment Advisory Agreement and/or Financial Planning and Consulting Agreement between Gerstein Fisher and the client will describe the services offered and delineate those assets which will receive no services other than investment data storage and comprehensive reporting services (referred to as "Excluded Assets"). Gerstein Fisher's fee for this service will range from 0.10% to 1.00% of the assets that will be reported on under this service. Gerstein Fisher will negotiate fees under unusual circumstances, at its sole discretion.

### UNAFFILIATED INVESTMENT PLATFORMS

Gerstein Fisher serves as an investment manager on unaffiliated investment platforms. By so doing, unaffiliated investment advisers can indirectly (via the unaffiliated investment platform) obtain Gerstein Fisher's investment management services for the unaffiliated adviser's clients. In such event, the unaffiliated investment adviser shall, in conjunction with the underlying investor (i.e., the unaffiliated adviser's client) maintain the initial and ongoing suitability determination for Gerstein Fisher's services, as well as communication with the underlying investor. Gerstein Fisher will provide the discretionary selection of securities for the designated accounts (generally mutual funds and ETFs, including Gerstein Fisher Affiliated Mutual Funds).

**Conflict of Interest.** All mutual funds charge administrative and investment management fees. When Gerstein Fisher invests client assets in Affiliated Mutual Funds (*see* discussion below), Gerstein Fisher has a conflict of interest because it will earn more fees than if it invested client assets in an unaffiliated mutual fund. Gerstein Fisher will earn "dual fees" from both (1) a portion of the platform sponsor's fee for serving as a platform manager; and (2) fees from the Affiliated Mutual Fund(s). Gerstein Fisher will not offset any dual fees for investors engaging Gerstein Fisher in conjunction with an unaffiliated investment platform.

Gerstein Fisher may invest up to one hundred percent (100%) of unaffiliated investment platform account assets in Affiliated Mutual Funds. Gerstein Fisher will make a good faith effort to determine if an investment in an Affiliated Mutual Fund is in the investor's best interest after considering such factors as: (1) assets invested with Gerstein Fisher, (2) other available alternative mutual funds, (3) the feasibility of managing the account assets using its advisory allocation process, and (4) the combined management fees and expense ratios of other non-affiliated mutual funds. Gerstein Fisher is not obligated to record its analysis conducted under this section. Please see additional disclosures below in Item 4 and 10, titled "Affiliated Mutual Funds" regarding our use of the Affiliated Mutual Fund and the associated fees involved with the use of the Affiliated Mutual Funds.

**Please Note:** An unaffiliated investment adviser (on behalf of its underlying investor client) may direct Gerstein Fisher, in writing, not to invest account assets on a discretionary basis in Affiliated Mutual Funds.

### MISCELLANEOUS

**Non-Investment Consulting/Implementation Services.** Gerstein Fisher provides consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither Gerstein Fisher, nor any of its representatives, serves as an attorney or accountant, and no portion of Gerstein Fisher's services should be construed otherwise. Upon request, Gerstein Fisher will recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.), including, as discussed below, representatives of Gerstein Fisher in their separate registered/licensed capacities, and Gerstein Fisher's affiliated tax preparation firm (Gerstein Fisher Tax Services LLC). The client is under no obligation to engage the services of any such recommended professional.

It is the client's responsibility to promptly notify Gerstein Fisher if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Gerstein Fisher's previous recommendations and/or services.

**Private Investment Funds.** Gerstein Fisher provides investment advice regarding unaffiliated private investment funds and matters not involving securities.

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement to establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

If Gerstein Fisher references private investment funds owned by the client on any supplemental account reports it prepares, the value(s) for all private investment funds will reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the value reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be significantly more or less than the original purchase price.

#### Affiliated Mutual Funds

Gerstein Fisher advises three registered mutual funds (the "Affiliated Mutual Funds"):

Gerstein Fisher Multi-Factor Growth Equity Fund (GFMGX) - seeks long-term capital appreciation by, under normal market conditions, investing at least 80% in equity securities, primarily common stock of domestic US-based companies of any size. Gerstein Fisher Multi-Factor International Growth Equity Fund (GFIGX) - seeks long-term capital appreciation by, under normal market conditions, investing at least 80% of the fund's assets in equity securities, primarily common stock of both foreign and US international companies of any size. Gerstein Fisher Multi-Factor Global Real Estate Securities Fund (GFMRX) - seeks total return (a combination of long-term capital appreciation and current income) by, under normal market conditions, investing at least 80% of the fund's net assets in income-producing common stocks and other real estate securities, including real estate investment trusts ("REITs").

The prospectus contains a complete description of each of the Affiliated Mutual Funds and their strategies, objectives, and costs.

- \* **Conflict of Interest.** All mutual funds charge administrative and investment management fees. When Gerstein Fisher invests client assets in Affiliated Mutual Funds, Gerstein Fisher has a conflict of interest because it will earn more fees than if it invested client assets in an unaffiliated mutual fund. Gerstein Fisher will earn "dual fees" from both (1) its services as an unaffiliated platform manager (see above) and/or investment adviser to clients who directly engage Gerstein Fisher as an investment adviser (see Item 5 below); and (2) fees from the Affiliated Mutual Fund(s). The dual fees will generally be higher than the fees Gerstein Fisher receives under the fee schedules as set forth below. A complete description of the fees is located in Item 10 below. As a general matter, Gerstein Fisher has a preference for mutual funds where it serves as adviser. When appropriate, Gerstein Fisher's mutual funds that it advises may be held in client accounts (up to 100%), subject to applicable law and any account-specific considerations. Clients may contact us to elect not to invest in any Affiliated Mutual Fund by emailing us at [isg@gersteinfisher.com](mailto:isg@gersteinfisher.com). If a client has already invested in an Affiliated Mutual Fund, they may incur tax consequences as a result of such election. The Registrant's Chief Compliance Officer remains available to address any questions that a client or prospective may have regarding the above conflicts of interest.

**12b-1 Fees.** Although not a material consideration when determining to purchase a specific mutual fund, Gerstein Fisher's representatives, pursuant to their association with GFA Securities, LLC (see disclosure below), may receive ongoing 12b-1 or "trail" commission fees from the mutual funds while the client owns the mutual fund's shares. The receipt of 12b-1 fees presents a conflict of interest if Gerstein Fisher also receives an investment advisory fee on the assets invested in the fund that pays the 12b-1 compensation.

**Gerstein Fisher Tax Services LLC.** Gerstein Fisher's affiliated entity, Gerstein Fisher Tax Services LLC ("GFTS"), provides tax-related consulting and tax return preparation services to Gerstein Fisher's clients. GFTS will provide services under a separate engagement for a fee that will be based upon the complexity of the service performed, which fee will range from \$150 to \$5,000.

- \* **Conflict of Interest.** Gerstein Fisher's or its representatives' recommendation that a client engage GFTS for tax-related consulting and tax return preparation services presents a conflict of interest, as Gerstein Fisher would have an incentive to recommend those services based upon compensation to be received by GFTS rather than a particular client's need. Clients are under no obligation to engage GFTS for tax-related consulting and/or tax preparation services and may acquire similar services through other non-affiliated entities.

**Independent Managers.** Gerstein Fisher may allocate a portion of a client's investment assets among unaffiliated independent investment managers ("Independent Managers") in accordance with the client's designated investment objective(s). In such situations, the Independent Manager(s) will have day-to-day responsibility for the discretionary management of the allocated assets. Gerstein Fisher will monitor and review account performance, asset allocation, and client investment objectives. When recommending an Independent Manager, Gerstein Fisher will consider the client's designated investment objective(s) and the Independent Manager(s) management style, performance, reputation, financial strength, reporting, pricing, and research.

**Sub-advisory Arrangements.** Gerstein Fisher may be directly engaged as a sub-advisor by unaffiliated investment advisers to assist the unaffiliated investment adviser with the management of its client accounts. In such situations, subject to any restrictions imposed by the unaffiliated investment adviser, Gerstein Fisher shall have discretionary authority for the day-to-day management of the assets allocated to it by the unaffiliated investment adviser. The unaffiliated investment adviser shall, in conjunction with its underlying client, maintain the initial and ongoing suitability determination for Gerstein Fisher's services, as well as communication with the underlying investor. In such engagements, Gerstein Fisher shall generally debit its sub-advisory fee from the designated accounts and remit remainder to the unaffiliated

investment adviser. If assets managed on a sub-advisory basis are allocated to one or more of the Affiliated Mutual Funds, Gerstein Fisher will issue a credit to the client against its advisory fees to offset fees collected at the mutual fund level as discussed above.

**Retirement Plan Rollovers - Conflict of Interest:** Clients that engage Gerstein Fisher to manager their employer-sponsored retirement account(s) will pay a separate and additional advisory fee for ongoing advisory services, which clients would not incur by continuing to self-direct the retirement account. When Gerstein Fisher recommends that clients engage it to manage an otherwise self-directed retirement account, Gerstein Fisher has a conflict of interest in that it will earn additional fees. Clients are under no obligation to engage Gerstein Fisher as the investment adviser for his/her retirement account.

**Client Obligations.** In performing its services, Gerstein Fisher will not verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. It is the client's responsibility to promptly notify Gerstein Fisher if there is ever any change in financial situation or investment objectives for the purpose of reviewing/evaluating/revising Gerstein Fisher's previous recommendations and/or services.

- C. Gerstein Fisher provides investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Gerstein Fisher will allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). **Please Note:** The client may, at any time, impose reasonable restrictions, in writing, on the management of its account, including directing Gerstein Fisher, in writing, not to invest client assets in the Affiliated Mutual Funds.

When appropriate, Gerstein Fisher employs tax-loss harvesting services. Tax-loss harvesting is a technique used to lower a client's taxes while attempting to maintain the expected risk and return profile of a client's portfolio. It harvests previously unrecognized investment losses to offset taxes due on other gains and income.

- D. Gerstein Fisher currently participates in one unaffiliated wrap fee program. When Gerstein Fisher is engaged to provide investment advisory services as part of an unaffiliated wrap-fee program, it will be unable to negotiate commissions and/or transaction costs. Under a wrap program, the wrap program sponsor arranges for the investor participant to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the participant more or less than purchasing such services separately.
- E. As of December 31, 2015, Gerstein Fisher had a total of \$1,916,596,158 in assets under management, comprised of \$1,893,539,303 on a discretionary basis and \$23,056,855 on a non-discretionary basis.

## Item 5: Fees and Compensation

### A. INVESTMENT ADVISORY SERVICES

Gerstein Fisher's annual investment advisory fee for accounts (assets invested in mutual funds, exchange traded funds and independent managers) is based upon a percentage (%) of the market value and type of assets placed under Gerstein Fisher's management (between 0.25% and 1.00%) as follows:

Assets Under Management	Equity and Balanced Account Strategies:	Fixed Income Account Strategies:
	Annual Fee %	Annual Fee %
Initial \$1,000,000	1.00%	0.65%
Next \$2,000,000	0.75%	0.55%
Next \$2,000,000	0.65%	0.45%
Next \$5,000,000	0.50%	0.35%
Additional amounts over \$10,000,000	0.35%	0.25%

**Additional Fee:** When an account invests in individual securities, an additional fee is charged. An additional 0.50% is charged on the portion of the account invested in individual equity securities, and an additional 0.30% fee is assessed on the portion of the account invested in individual bonds/fixed income securities. **Please Note: Conflict of Interest:** Although Gerstein Fisher will allocate client assets consistent with the client's designated investment objective and circumstances, the fact that the Gerstein Fisher earns a higher fee for management of individual equity and fixed income securities creates a **conflict of interest** since it will present an economic incentive to allocate more assets to those types of securities from which it will earn a higher advisory fee. **ANY QUESTIONS:** Gerstein Fisher's Chief Compliance Officer remains available to address any questions regarding this conflict of interest.

Fees are negotiable. Some clients pay higher or lower fees than those shown above. **Please Also Note:** Certain clients of Gerstein Fisher may be subject to a different fee schedule than as set forth above. Certain clients may be subject to an advisory fee that is either higher or lower than the fees disclosed above. In those instances, Gerstein Fisher's annual investment advisory fee is based upon the level and scope of the overall investment advisory services to be rendered, which is based upon various objective and subjective factors, including, but not limited to, the amount of the assets placed under Gerstein Fisher's management, the level and scope of financial planning and consulting services to be rendered, and the complexity of the engagement. In such engagements, Gerstein Fisher's services could be available from other advisers at lower fees.

#### FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

Gerstein Fisher, upon client request, provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Gerstein Fisher's planning and consulting fees are negotiable, but generally range from \$750 to \$10,000 on a fixed fee basis, and from \$200 to \$500 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

#### UNAFFILIATED INVESTMENT PLATFORMS

Gerstein Fisher's annual fee for these services ranges from 15 to 70 basis points billed quarterly in arrears. This amount is negotiated between the unaffiliated investment platform manager and Gerstein Fisher. Where Gerstein Fisher serves as a manager in this program, it will not waive or credit any portion of its advisory fee for assets invested on a discretionary basis in an affiliated mutual fund.

#### INDEPENDENT MANAGERS

Compensation in connection with unaffiliated independent investment managers generally consists of i) management fees paid to the Independent Manager ii) management fees paid to Gerstein Fisher iii) transaction costs – if applicable – which may be paid to purchase and sell securities; iv) custody fees; v) fees paid to Gerstein Fisher for administrative and supervisory services. The client's account will be held with the Independent Manager's custodian where the client's fees will be assessed and deducted. For further details, clients should see the Independent Manager's disclosure brochures, investment advisory contracts and account opening documents.

- B. Advisory fees are deducted from the client's custodial account. Gerstein Fisher's Investment Advisory Agreement and the custodial/clearing agreement authorizes the custodian to debit the account for the amount of Gerstein Fisher's investment advisory fee and to directly remit that management fee to Gerstein Fisher in compliance with regulatory procedures. The account custodian will deduct fees and/or bill clients quarterly in arrears, based upon the market value of the assets on the last business day of the previous quarter (except for client assets allocated amongst certain independent investment manager(s) and/or program(s) that bill for payment in advance).
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, Gerstein Fisher generally recommends that Charles Schwab and Co., Inc. ("Schwab"), Fidelity Investments ("Fidelity"), SEI Investments ("SEI"), and/or Pershing, LLC ("Pershing") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Gerstein Fisher's investment management fee, brokerage commissions, and/or transaction fees, clients will also pay their pro rata share of a mutual fund's or exchange traded fund's management fees and other fund expenses.

When beneficial to the client, Gerstein Fisher will effect fixed income securities transactions through broker-dealers other than the account custodian. The client generally will pay both the commission or mark-up/mark-down charged by the executing broker-dealer and a separate "tradeaway" and/or prime broker fee charged by the account custodian.

- D. Gerstein Fisher's annual investment advisory fee is prorated and paid quarterly, in arrears, based upon the market value of the assets on the last business day of the previous quarter (except for client assets allocated amongst certain independent investment manager(s) and/or program(s) that bill for payment in advance). Gerstein Fisher generally requires an annual minimum fee of \$2,000, per household, for investment advisory services. Gerstein Fisher, in its sole discretion, may charge a lesser investment management fee and/or waive or reduce its annual minimum fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). **Please Note:** In the event that the client is subject to the \$2,000 annual minimum fee, the client could pay more for Gerstein Fisher's services than the annual percentage fee reflected in the above fee schedule.

Upon termination of the Investment Advisory Agreement, a pro-rated portion of the earned but unpaid advisory fee will be debited from the custodial account or invoiced to the client.

- E. Securities Commission Transactions. Clients can implement Gerstein Fisher's investment recommendations (limited to mutual funds, variable annuities, and 529 plans only) through Gerstein Fisher's affiliate, GFA Securities, LLC ("GFA"), an SEC registered and FINRA-member broker-dealer, and pay commissions on transactions, a portion of which GFA will pay to the applicable Gerstein Fisher representative. Prior to effecting any transactions, the client will be required to enter into a new account agreement with GFA. In addition, through GFA, the representatives of Gerstein Fisher may also receive additional ongoing 12b-1 trailing commission compensation from the mutual funds during the period that the client maintains the mutual fund investment.
  - 1. Conflict of Interest: Gerstein Fisher's representatives have a conflict of interest when they recommend that a client purchase a commissionable product, as they have an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Gerstein Fisher's representatives.
  - 2. Clients may purchase investment products recommended by Gerstein Fisher through other, non-affiliated broker dealers or agents.
  - 3. Gerstein Fisher does not receive more than 50% of its total revenue from advisory clients as a result of commissions or other compensation for the sale of investment products Gerstein Fisher recommends to its clients.



4. When Gerstein Fisher's representatives sell an investment product on a commission basis, Gerstein Fisher does not charge an advisory fee in addition to the commissions the client pays for the product. When providing services on an advisory fee basis, Gerstein Fisher's representatives do not also receive commissions for such advisory services (except for any ongoing 12b-1 trailing commission compensation that may be received as previously discussed). However, a client may engage Gerstein Fisher to provide investment management services on an advisory fee basis and separately purchase an investment product from Gerstein Fisher's representatives on a commission basis.

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

Neither Gerstein Fisher nor any of its supervised persons accepts performance-based fees.

## Item 7: Types of Clients

Gerstein Fisher's clients include individuals, business entities, retirement and pension plans, trusts, estates and charitable organizations.

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

A. Gerstein Fisher uses the following methods of security analysis:

- Statistical and Quantitative – This is the primary method of security analysis Gerstein Fisher uses. It is analysis performed on value and momentum metrics, with a goal of identifying investment opportunities with the potential to outperform market benchmarks.
- Fundamental – analysis performed on historical and present data, with the goal of analyzing financial markets.

Gerstein Fisher uses some or all of the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)
- Short Sales (contracted sale of borrowed securities with an obligation to make the lender whole)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy Gerstein Fisher employs will be profitable or equal any specific performance level(s).

B. Gerstein Fisher's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Gerstein Fisher must have access to current/new market information. Gerstein Fisher has no control over the dissemination rate of market information; therefore, unbeknownst to Gerstein Fisher, certain analyses may be compiled with outdated market information, severely limiting the value of Gerstein Fisher's analysis.

Gerstein Fisher's primary investment strategies – Long Term Purchases, Short Term Purchases, and Trading – are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

Gerstein Fisher uses statistical techniques like Monte Carlo Simulation (MCS) to perform rigorous scenario analysis on portfolios before finalizing structure. Gerstein Fisher recognizes that MCS is not a definitive method. While Gerstein Fisher recognizes its limitations, Gerstein Fisher believe that statistical techniques like MCS can play an important role in helping prepare its clients for a wide range of possible investment outcomes.

In addition to the fundamental investment strategies discussed above, Gerstein Fisher may also implement and/or recommend – short selling and/or options transactions. Each of these strategies has a high level of inherent risk. (See discussion below).

Quantitative analysis is a financial analysis technique that seeks to understand behavior by using complex mathematical and statistical modeling, measurement and research. When applied directly to portfolio management, the goal is like any other investment strategy: to add value, alpha or excess returns. Quantitative strategies typically employ complex mathematical models to detect investment opportunities. A potential advantage of a quantitative strategy is that the model, and ultimately the computer, makes the actual buy/sell decision, not a

human. This tends to remove any emotional response that a person may experience when buying or selling investments. By contrast, qualitative analysis is securities analysis that uses subjective judgment based on unquantifiable information, such as management expertise, industry cycles, strength of research and development, and labor relations. Qualitative analysis contrasts with quantitative analysis, which focuses on numbers that can be found on reports such as balance sheets. The two techniques, will often be used together in order to examine a company's operations and evaluate its potential as an investment opportunity.

Short selling is an investment strategy with a high level of inherent risk. Short selling, involves the selling of assets that the investor does not own. The investor borrows the assets from a third party lender (i.e. Broker-Dealer) with the obligation of buying identical assets at a later date to return to the third party lender. Individuals who engage in this activity will only profit from a decline in the price of the assets between the original date of sale and the date of repurchase. Conversely, the short seller will incur a loss if the price of the assets rises. Other costs of shorting may include a fee for borrowing the assets and payment of any dividends paid on the borrowed assets.

The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, Gerstein Fisher's purchase or recommendation to purchase an option contract will be with the intent of offsetting/"hedging" a potential market risk in a client's portfolio. Although the intent of the options-related transactions that Gerstein Fisher implements is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc.), in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct Gerstein Fisher, in writing, not to employ any or all such strategies for his/her/their/its accounts.

- C. Currently, Gerstein Fisher primarily allocates client investment assets among various types of investments that include, but are not limited to, individual fixed income and equity securities, exchange traded funds, certificates of deposit, municipal bonds, option contracts, real estate partnerships, mutual funds, writing covered calls, independent investment managers, and Gerstein Fisher's directly managed asset management strategies (individual equities and/or fixed income) and its affiliated mutual funds, the Gerstein Fisher Multi-Factor Growth Equity Fund, the Gerstein Fisher Multi-Factor International Growth Equity Fund, and the Gerstein Fisher Multi-Factor Global Real Estate Securities Fund, on a discretionary basis in accordance with the client's designated investment objective(s).

Gerstein Fisher uses long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Gerstein Fisher, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Gerstein Fisher's use of tax-loss harvesting is not intended as tax advice and tax-loss harvesting objectives may not be obtained. The tax consequences of tax-loss harvesting are complex and may be subject to challenge by the IRS. The client should confer with his or her personal tax advisor regarding the tax consequences of using a tax-loss harvesting strategy.

Clients should be aware that if the client and/or client's spouse have other taxable or non-taxable accounts, and the client holds in those accounts any of the securities (including options contracts) held within a Gerstein Fisher account, then if the Client trades any of those securities 30 days before or after Gerstein Fisher trades those same securities as part of the tax-loss harvesting strategy, the trades may create a wash sale and as a result, a nullification of any tax benefits of the strategy.

## Item 9: Disciplinary Information

Neither Gerstein Fisher nor any of its management persons has been the subject of any disciplinary action that is material to a client's evaluation of its advisory business or the integrity of its management.

## Item 10: Other Financial Industry Activities and Affiliations

- A. Registered Representatives of GFA. As disclosed above in Item 5.E, certain of Gerstein Fisher's employees are also registered representatives of GFA Securities, LLC, an SEC registered and FINRA-member broker-dealer.
- B. Neither Gerstein Fisher, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. Broker-Dealer. As disclosed above in Item 5.E, some of Gerstein Fisher's representatives are registered representatives of GFA Securities, LLC, an SEC registered and FINRA-member broker-dealer. Clients can choose to engage Gerstein Fisher's representatives, in their individual capacities, to effect securities brokerage transactions on a commission basis.
- Conflict of Interest: The recommendation by Gerstein Fisher's representatives that a client purchase a securities commission product presents a conflict of interest, as the receipt of commissions provides an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission



products from Gerstein Fisher's representatives. Clients may purchase investment products recommended by Gerstein Fisher through other, non-affiliated broker-dealers.

#### Affiliated Mutual Funds

As discussed above at Item 4, Gerstein Fisher provides investment management services to three affiliated mutual funds, Gerstein Fisher Multi-Factor Growth Equity Fund (GFMGX), Gerstein Fisher Multi-Factor Global Real Estate Securities Fund (GFMRX), and Gerstein Fisher Multi-Factor International Growth Equity Fund (GFIGX). Each fund is registered under the Investment Company Act of 1940. When Gerstein Fisher recommends that its client invest in these funds, Gerstein Fisher has a conflict of interest because, as previously set forth above, it will earn fees from (1) its services as an unaffiliated platform manager (see Item 4 above) and/or investment adviser to clients who directly engage Gerstein Fisher as an investment adviser (see Item 5 above); and (2) fees from the Affiliated Mutual Fund. For accounts other than Individual Retirement Accounts and qualified retirement plan accounts, Gerstein Fisher provides clients with a credit equal to 35bp for of the amount of fees it receives from the fund attributable to that client's investment in the Affiliated Mutual Fund(s). This credit amount is calculated and applied quarterly against the client's advisory fee. If an Affiliated Mutual Fund is purchased in a client account that is an IRA account or qualified retirement plan, Gerstein Fisher issues a credit to clients against its advisory fees to offset the fees collected at the mutual fund level, except when Gerstein Fisher serves as an unaffiliated platform manager unless required by law. Where a credit will exceed the investment advisory fee charged to a client by Gerstein Fisher, the advisory fee will be waived in lieu of crediting the mutual fund advisory fee. The credit or offset does not apply to other mutual fund expenses, such as transfer agency fees and shareholder servicing fees, or actual distribution, shareholder servicing, and other fees paid.

Licensed Insurance Agents. Gerstein Fisher's representatives, in their individual capacities, are licensed insurance agents, and recommend the purchase of certain insurance-related products on a commission basis. As referenced in Item 4.B above, clients can engage Gerstein Fisher's representatives to effect insurance transactions on a commission basis.

- Conflict of Interest: The recommendation by Gerstein Fisher's representatives that a client purchase an insurance commission product presents a conflict of interest, as the receipt of commissions provides an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Gerstein Fisher's representatives. Clients may purchase insurance products recommended by Gerstein Fisher through other, non-affiliated insurance agents.

D. Gerstein Fisher does not receive, directly or indirectly, compensation from investment advisers that it recommends or selects for its clients.

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

A. Gerstein Fisher maintains an investment policy that governs its employees' personal securities transactions. This investment policy is part of Gerstein Fisher's overall Code of Ethics, which serves to establish a standard of business conduct for all of Gerstein Fisher's Representatives that is based upon fundamental principles of openness, integrity, honesty, and trust. A copy is available upon request.

Gerstein Fisher also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Gerstein Fisher or any person associated with it.

- B. As disclosed in Item, 10.C, Gerstein Fisher invests client assets in its Affiliated Mutual Funds it advises and, depending on the type of client, offsets its advisory fee by the amount of mutual fund fees received.
- C. Gerstein Fisher and/or representatives of Gerstein Fisher may buy or sell securities that are also recommended to clients. This practice creates a situation where Gerstein Fisher and/or representatives of Gerstein Fisher are in a position to materially benefit from the sale or purchase of those securities through practices such as insider trading, "front-running" (i.e., personal trades executed prior to those of Gerstein Fisher's clients) and other potentially abusive practices. Therefore, this situation creates a potential conflict of interest. Gerstein Fisher has adopted policies to detect and prevent such activities.

Gerstein Fisher has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Gerstein Fisher's "Access Persons." An Access Person of Gerstein Fisher must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date Gerstein Fisher selects.

- D. Gerstein Fisher and/or representatives of Gerstein Fisher are permitted to buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Gerstein Fisher and/or representatives of Gerstein Fisher are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, Gerstein Fisher monitors the personal securities transactions and securities holdings of each of its Access Persons.

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

A. Unless a client directs Gerstein Fisher to use a specific broker-dealer/custodian, Gerstein Fisher generally recommends that investment management accounts be maintained at, but not limited to, Schwab, Fidelity, SEI and/or Pershing. Prior to engaging Gerstein Fisher to

provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Gerstein Fisher setting forth the terms and conditions under which Gerstein Fisher will manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Gerstein Fisher considers in recommending Schwab, Fidelity, SEI and/or Pershing (or any other broker-dealer/custodian to clients) include historical relationship with Gerstein Fisher, financial strength, reputation, execution capabilities, pricing, research, and service. Gerstein Fisher seeks to obtain best execution for clients' securities trades. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Gerstein Fisher will seek competitive rates, it will not necessarily obtain the lowest possible commission rates for client account transactions. Commissions or transaction fees are exclusive of, and in addition to, Gerstein Fisher's investment management fee. Gerstein Fisher's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

**Legacy Securities:** When clients seek to fund their account with previously acquired securities ("legacy" securities), Gerstein Fisher reserves the right to refuse to accept certain legacy securities. If Gerstein Fisher accepts legacy securities, it generally sells all or a portion of them if they would not be included in Gerstein Fisher's portfolio holdings for the client's account or they otherwise conflict with account guidelines. Gerstein Fisher may sell all or a portion of legacy securities immediately, or over time as sale opportunities occur. Depending on the size of the client's holding and the type of legacy security, the sale price could be lower than if the sale involved a larger or more liquid position. The client will be responsible for all taxes that result from any sale of legacy securities, and Gerstein Fisher will not take into account the capital gains tax treatment of legacy securities.

**Terminating Accounts:** Clients who terminate their agreement with Gerstein Fisher may instruct Gerstein Fisher to transfer their securities to another account, or sell them. When clients instruct Gerstein Fisher to sell their securities, Gerstein Fisher may need to sell odd lot sizes and be unable to aggregate a client's order with orders of other clients. As a result, the sale price could be lower than if the sale involved a larger or more liquid position.

1. Soft Dollar Arrangement

In return for effecting securities transactions through a particular broker-dealer/custodian, Gerstein Fisher will receive certain investment research products or services that assist Gerstein Fisher in its investment decision-making process for the client (generally referred to as a "soft-dollar" arrangement). Investment research products or services Gerstein Fisher receives include, but are not limited to, analyses pertaining to specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications, portfolio management systems, and statistical and pricing services. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Gerstein Fisher determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received.

Accordingly, while Gerstein Fisher will seek competitive rates, it will not necessarily obtain the lowest possible commission rates for client account transactions. The investment research products or services Gerstein Fisher obtains will generally be used to service all of Gerstein Fisher's clients, but a specific client's brokerage commission may be used to pay for research that is not used in managing that specific client's account. When investment research products or services have both a research and non-research (i.e., administrative, etc.) function, Gerstein Fisher will make a reasonable allocation of the cost of the product or service according to its use—the percentage of the product or service that provides assistance to Gerstein Fisher's investment decision-making process will be paid for with soft dollars while Gerstein Fisher will pay the portion that provides administrative or other non-research assistance with hard dollars.

Gerstein Fisher's Chief Compliance Officer remains available to address any questions regarding the above arrangements and the potential corresponding conflict of interest presented by same.

Research and Additional Benefits

Gerstein Fisher receives from Schwab, Fidelity, and/or Pershing (or another broker-dealer/custodian or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist Gerstein Fisher to better monitor and service client accounts maintained at such institutions. These support services include investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products Gerstein Fisher uses in furtherance of its investment advisory business operations.

Some of these support services and/or products assist Gerstein Fisher in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Gerstein Fisher to manage and further develop its business enterprise. Gerstein Fisher's clients do not pay more for investment transactions effected and/or assets maintained at Schwab, Fidelity, or Pershing (or another broker-dealer/custodian) as a result of this arrangement. There is no corresponding commitment made by Gerstein Fisher to Schwab, Fidelity, or Pershing (or another broker-dealer/custodian) or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Gerstein Fisher does not view its receipt of these services as a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian.

Gerstein Fisher may accept reimbursement for marketing costs, such as expenses for meetings attended by Gerstein Fisher clients. The acceptance of reimbursement will not be contingent upon any commitment by Gerstein Fisher to place client assets with a product sponsor, investment manager or custodian, and will not influence Gerstein Fisher's decision to select a product or investment manager for its clients.

Gerstein Fisher's Chief Compliance Officer remains available to address any questions regarding the above arrangements and the potential corresponding conflict of interest presented by same.

2. Schwab Referrals

Gerstein Fisher receives client referrals from Schwab through Gerstein Fisher's participation in Schwab Advisor Network™ ("the Service"), designed to help investors find an independent investment advisor. Schwab is a broker-dealer, independent and unaffiliated with Gerstein Fisher. Schwab does not supervise Gerstein Fisher and has no responsibility for Gerstein Fisher's management of clients' portfolios or Gerstein Fisher's other advice or services. Gerstein Fisher pays Schwab fees to receive client referrals through the Service. Gerstein Fisher's participation in the Service raises potential conflicts of interest described below.

Gerstein Fisher pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee is a percentage of the fees a client pays to Gerstein Fisher or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. Gerstein Fisher pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to Gerstein Fisher quarterly and may be increased, decreased or waived by Schwab from time to time. Gerstein Fisher and not the client pays the Participation Fee. Gerstein Fisher has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Gerstein Fisher charges clients with similar portfolios (pursuant to Gerstein Fisher's standard fee schedule as in effect from time to time) who were not referred through the Service.

Gerstein Fisher generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab, unless the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed in custody other than at Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Gerstein Fisher generally would pay in a single year. Thus, Gerstein Fisher will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Gerstein Fisher's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, Gerstein Fisher will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit Gerstein Fisher's fees directly from the accounts.

For accounts of Gerstein Fisher's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from Gerstein Fisher's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades to be executed through Schwab rather than another broker-dealer. Gerstein Fisher nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab at times, are executed through a different broker-dealer than trades for Gerstein Fisher's other clients. Thus, trades for accounts custodied at Schwab are at times executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Gerstein Fisher's Chief Compliance Officer remains available to address any questions regarding the above arrangements and the potential corresponding conflict of interest presented by same.

3. Gerstein Fisher does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Gerstein Fisher will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other client accounts. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

\* If a client directs Gerstein Fisher to effect securities transactions for the client's accounts through a specific broker-dealer, this direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client not directed Gerstein Fisher to use a specific broker-dealer.

- B. Securities transactions for each client account generally will be effected independently, unless Gerstein Fisher decides to purchase or sell the same securities for several clients at approximately the same time. Gerstein Fisher may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to average the price and transaction costs of securities orders placed for several client accounts in the same security on the same day. Gerstein Fisher will not receive any additional compensation or remuneration as a result of such aggregation.

### Item 13: Review of Accounts

- A. Gerstein Fisher's Principal and/or representatives conduct account reviews for discretionary clients on an ongoing basis. Clients should advise Gerstein Fisher of any changes in their investment objectives and/or financial situation. All clients should review their financial planning issues (to the extent applicable), investment objectives and account performance with Gerstein Fisher on an annual basis. Clients are encouraged to contact their individual investment advisory representative for assistance.
- B. Gerstein Fisher may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections, and client request.
- C. Clients are provided with transaction confirmation notices and/or regular summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Gerstein Fisher at times sends discretionary clients a periodic report summarizing account activity and performance.

### Item 14: Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Gerstein Fisher receives an economic benefit from Schwab, Fidelity, and/or Pershing (or another broker-dealer/custodian) in the form of support services and/or products without cost and/or at a discount.

Gerstein Fisher's clients do not pay more for investment transactions effected and/or assets maintained at Schwab, Fidelity, and/or Pershing (or another broker-dealer/custodian) as a result of this arrangement. There is no corresponding commitment made by Gerstein Fisher to Schwab, Fidelity, and/or Pershing (or another broker-dealer/custodian) or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

- B. Gerstein Fisher pays affiliated and unaffiliated solicitors for introducing clients to Gerstein Fisher. Referral fees are paid solely from Gerstein Fisher's investment management fee, and do not result in any additional charge to the client. The compensation paid to an unaffiliated solicitor is described in the solicitor's disclosure document, provided to the client at the time of the introduction. Solicitors are paid up to 30% of the investment management fee.

### Item 15: Custody

Clients receive account statements directly from the broker-dealer/custodian and/or program sponsor and should carefully review those statements. Clients that receive account statements from Gerstein Fisher are urged to compare these statements with the account statements received from the custodian.

Gerstein Fisher deducts its investment management fee from client accounts. The account custodian does not verify the accuracy of Gerstein Fisher's advisory fee calculation.

**Please Note:** Custody Situations: Gerstein Fisher engages in other practices and/or services on behalf of its clients that require disclosure at the Custody section of Part 1 of Form ADV, which practices and/or services are subject to an annual surprise CPA examination in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940.

### Item 16: Investment Discretion

Before Gerstein Fisher assumes discretionary authority over a client's account, clients must execute an Investment Advisory Agreement, naming Gerstein Fisher as the client's attorney and agent in fact, granting Gerstein Fisher full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Gerstein Fisher on a discretionary basis may, at any time, impose restrictions, in writing, on Gerstein Fisher's discretionary authority (i.e., limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Gerstein Fisher's use of margin, etc.).

### Item 17: Voting Client Securities

- A. Except for the Funds, Gerstein Fisher does not vote client proxies. Clients are responsible for: (1) voting proxies, and (2) making all elections for mergers, acquisitions, tender offers, bankruptcy proceedings or other events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Gerstein Fisher to discuss any questions they may have with a particular solicitation.

### Item 18: Financial Information

- A. Gerstein Fisher does not solicit fees of more than \$1,200 per client, six months or more in advance.
- B. Gerstein Fisher is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Gerstein Fisher has not been the subject of a bankruptcy petition.

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ANY QUESTIONS: Gerstein Fisher's Chief Compliance Officer is available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements, and corresponding conflicts of interest.



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