

**Item 1 – Cover Page**



Adviser Brochure  
Form ADV Part 2A

**Ranger Investment Management, L.P.**

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**[www.rangerinvestments.com](http://www.rangerinvestments.com)**

March 31, 2016

This Brochure provides information about the qualifications and business practices of Ranger Investment Management, L.P. If you have any questions about the contents of this Brochure, please contact us at (214) 871-5200. 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.

Ranger Investment Management, L.P. registered with the United States Securities and Exchange Commission in October 2003 in accordance with the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Ranger Investment Management, L.P. (CRD # 124414) also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about persons who are both affiliated with Ranger Investment Management, L.P. and registered as investment advisors with the SEC.

## Item 2 – Material Changes

SEC rules require Ranger Investment Management, L.P. (“Ranger” or the “Firm”), and other registered investment advisors, to provide its clients with a copy of its Form ADV 2 within 120 days of the close of its fiscal year, as well as on an ongoing basis when material changes make such disclosures necessary. Ranger’s Form ADV 2 is intended to provide its clients with a clearly written and meaningful disclosure, in plain English, about Ranger’s business practices, conflicts of interest and advisory personnel.

Ranger’s Form ADV 2 is divided into two parts, *Part 2A* and *Part 2B*. *Part 2A* of the Form ADV (the “Brochure”) provides information about a variety of topics relating to Ranger’s business practices and conflicts of interest. *Part 2B* of the Form ADV (the “Brochure Supplement”) provides information about certain Ranger advisory personnel.

Item 2 of this Brochure discusses only specific material changes made to the Brochure from the most recent prior filing date and provides clients with a summary of such changes.

The effective date of this Brochure is March 31, 2016, and updates the Brochure dated August 30, 2015. Included below is a summary of the material revisions made to the previous version of the Firm’s Brochure.

1. **Item 4 – Advisory Business and Item 5 – Feed and Compensation** were amended to include the new Ranger Energy Select Strategy Separate Account.
2. **Item 4 – Advisory Business and Item 5 – Fees and Compensation** were amended to reflect the name change from Ranger Mid Cap *Select* Fund, L.P. to Ranger Mid Cap *Focused* Fund, L.P.
3. All other changes to the Brochure were immaterial.

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## Item 4 – Advisory Business

Ranger Investment Management, L.P. (“Ranger” or the “Firm”) is an investment adviser that commenced operations in October 2002 and registered with the United States Securities and Exchange Commission (the “SEC”) in October 2003 in accordance with the Investment Advisers Act of 1940. Ranger was organized as a Delaware limited partnership by Ranger Investment Group, L.L.C., a Delaware limited liability company which serves as its general partner. Ranger Investment Group, L.L.C. is controlled by Ranger Capital Group Holdings, L.P., a Texas limited partnership which serves as its managing member.

As of March 31, 2016, the Firm managed approximately \$1.676 billion of client assets. Approximately \$1.666 billion is discretionary and \$9.940 million is non-discretionary.

### Investment Advisory Services

Ranger provides continuous investment management services to separately managed accounts (“Separate Accounts”), private pooled investment vehicles (“Private Funds”), mutual funds sponsored by Ranger and/or its affiliates (“Mutual Funds”) and together with the Private Funds, the “Comingled Funds”) and mutual funds not sponsored by Ranger and/or its affiliates.

Investment supervisory services include: (1) establishing a client’s investment objectives within their applicable investment strategies; (2) buying or selling portfolio securities on behalf of each client account; and (3) periodically reporting to clients and investors with respect to current investment holdings, valuations, transactions, capital gains or losses, investment performance, and/or outlook.

The investment portfolios (the “Portfolios”) the Firm advises consist primarily of U.S. exchange traded equity securities of small and/or mid-capitalization growth oriented companies. The Firm seeks to uncover quality growth companies by implementing a bottom-up, fundamental research driven security selection process with a focus on valuation. The objective of the strategy is to identify U.S. exchange traded equity securities of primarily small and/or mid-capitalization companies characterized by accelerating revenue and earnings growth, high recurring revenues, strong balance sheets and strong free cash flow generation.

Separate Accounts may impose additional restrictions on the Portfolio strategies the Firm advises. For additional information regarding the Firm’s investment approach please see **Item 8 – Methods of Analysis, Investment Strategies & Risk of Loss.**

### Institutional Separately Managed Accounts

Ranger provides direct investment advisory services to institutional investors such as mutual funds, collective investment trusts, private pooled investment vehicles, public and private pension plans, insurance companies, foundations, and endowments. Portfolios the Firm manages primarily invest in growth oriented companies characterized by accelerating revenue and earnings growth, high recurring revenues, strong balance sheets and strong free cash flow generation.

- **Small Cap Strategy (Domestic Equity - Growth Portfolio):** Small Cap Separate Accounts Ranger manages consist of approximately 40 to 60 U.S. exchange traded equity securities of small capitalization companies. Market capitalization of the companies in which Ranger invests generally range from \$100 million to \$2 billion or within the market cap range of the Russell 2000<sup>®</sup> Growth Index at the initial time of purchase.
- **SMid Cap Strategy (Domestic Equity - Growth Portfolio):** SMid Cap Separate Accounts Ranger manages consist of approximately 40 to 60 U.S. exchange traded equity securities. Market capitalization of the companies in which Ranger invests generally range from \$100 million to \$10 billion or within the market cap range of the Russell 2500<sup>®</sup> Growth Index at the initial time of purchase.
- **Mid Cap Strategy (Domestic Equity - Growth Portfolio):** Mid Cap Separate Accounts Ranger manages consist of approximately 10 to 20 U.S. exchange traded equity securities. Market capitalization of the companies in which Ranger invests generally range from \$2 to \$10 billion or within the market cap range of the Russell Midcap<sup>®</sup> Growth Index at the initial time of purchase.
- **All Cap Strategy (Domestic Equity - Growth Portfolio):** All Cap Separate Accounts Ranger currently manages consist of approximately 10 to 20 U.S. exchange traded equity securities of companies with market capitalization starting at \$100 million.
- **Micro Cap Strategy (Domestic Equity - Growth Portfolio):** Micro Cap Separate Accounts Ranger manages generally consist of U.S. exchange traded equity securities of small capitalization companies within the market capitalization range of the Russell Microcap Growth Index. Market capitalization of the companies in which Ranger invests generally range from between the largest and smallest securities as measured by the market cap range of the Russell Microcap Growth Index at the initial time of purchase. Ranger seeks to maintain a portfolio with a dollar weighted average market cap that is no more than 20% greater than that of the Russell Microcap Growth Index.
- **Energy Strategy (Domestic Equity - Growth Portfolio):** : Energy Separate Accounts Ranger currently manages consist of approximately 20-30 U.S. exchange traded equity securities associated with the energy and natural resources industries. The strategy has the flexibility to invest across all market caps.

Terms, conditions and investment guidelines for each Separate Account Ranger manages are contained in the investment management agreement ("IMA"). As such, investment guidelines for each Separate Account may vary from the general descriptions above.

#### Ranger Private Funds

The Firm serves as a general partner and investment adviser to the following Private Funds, each of which is a pooled investment vehicle exempt from registration under the Investment Company Act of 1940:

- **Ranger Small Cap Fund, L.P.** is a Delaware limited partnership which employs the Firm's Small Cap Strategy.
- **Ranger Small Cap Select Fund, L.P.** is a Delaware limited partnership which employs the Firm's Small Cap Strategy, in a more concentrated portfolio of approximately 8 to 15 securities.
- **Ranger Mid Cap Fund, L.P.** is a Delaware limited partnership which employs the Firm's Mid Cap Strategy.
- **Ranger Mid Cap Focused Fund, L.P.** is a Delaware limited partnership which employs the Firm's Mid Cap Strategy, in a more concentrated portfolio of approximately 8 to 15 securities.

Ranger Private Funds are exempt from registration pursuant to 3(c)-1 of the Investment Company Act of 1940. The Firm solicits investors for each of the Ranger Private Funds mentioned above. In accordance with Rule 506 of Regulation D, the Ranger Private Funds are available to a limited number of accredited investors. Current and prospective investors should ensure that they are capable of evaluating the merits and risks of an investment in the Ranger Private Funds.

#### Ranger Mutual Funds

The Firm serves as the adviser to the Ranger Small Cap Fund and the Ranger Mid Cap Fund (the "Ranger Mutual Funds"), each a mutual fund series of Ranger Funds Investment Trust, an investment company registered under the Investment Company Act of 1940.

- The **Ranger Small Cap Fund** seeks long term capital appreciation by investing in growth-oriented U.S. exchange traded equities of small capitalization companies.
- The **Ranger Mid Cap Fund** seeks long term capital appreciation by investing in growth-oriented U.S. exchange traded equities of mid-capitalization companies.

Each Ranger Mutual Fund may issue Institutional and Investor Classes of share, with the only difference between the share classes being that Institutional Share Classes have a higher minimum investment requirement and are not subject to 12b-1 fees. Additional information regarding each Ranger Mutual Fund may be found in such mutual fund's Prospectus and Statement of Additional Information, copies of which may be obtained by accessing [www.rangerfunds.com](http://www.rangerfunds.com) or by contacting the Firm at (214) 871-5244.

### **Item 5 – Fees and Compensation**

The Firm charges clients advisory fees which are a fixed percentage of assets under management ("Management Fees"). Management Fees are generally charged in accordance with the schedule set forth in this Brochure, and in the case of a Ranger Private Fund or Ranger

Mutual Fund, the offering documents, prospectus and/or statement of additional information of such fund.

Ranger reserves the right to negotiate Management Fees with clients which differ from the standard schedule presented herein, based on specific circumstances and on a case by case basis. Examples of these circumstances include, without limitation: the relative size of a client's account, a client's affiliation to Ranger, and/or a client's status as a seed investor. Accordingly, Management Fees incurred by clients may vary substantially. In addition, with respect to Separate Accounts, all other terms of such investment, including terms relating to expenses and redemption terms, may also be negotiable on a case by case basis. As such, client investments in Separate Accounts may provide flexibility with respect to investment terms which are not as readily afforded to investors in the Ranger Private Funds or Ranger Mutual Funds.

Generally, Management Fees are referenced at an annual rate, but are calculated and charged in advance on a daily, monthly or quarterly basis. Collecting management fees from clients vary by investment vehicle as outlined below.

**Ranger Private Funds** – Management Fees are calculated and accrued monthly and payable quarterly (or pro-rated periods therein) in advance. Such Management Fees are deducted from investor accounts on the first day of the calendar quarter. To the extent that a limited partner in a Private Fund redeems its investment, the Firm will promptly refund all fees paid in advance for periods after such applicable redemption date.

**Ranger Mutual Funds** – Management Fees are calculated and accrued daily and wired to the Ranger account on a quarterly basis by the Mutual Fund's transfer agent.

**Separate Accounts** – Generally, the Firm sends Separate Accounts an invoice on a quarterly basis in order to collect Management Fees. The Firm never has authority to withdraw funds out of a Separate Account.

Standard Fee Schedule for Ranger Private Funds

<b>Ranger Private Fund</b>	<b>Annual Management Fee</b>
Ranger Small Cap Fund, L.P.	One Percent (1.00%)
Ranger Mid Cap Fund, L.P.	Eighty Basis Points (0.80%)
Ranger Small Cap Select Fund, L.P.	One and Three Quarters Percent (1.75%)
Ranger Mid Cap Focused Fund, L.P.	One and One Half Percent (1.50%)

Standard Fee Schedule for Ranger Mutual Funds

<b>Ranger Mutual Fund</b>	<b>Annual Management Fee</b>
Ranger Small Cap Mutual Fund	One Percent (1.00%)

Ranger Mid Cap Mutual Fund	Ninety Basis Points (0.90%)
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\* Non-Institutional share classes of Ranger Mutual Funds may be subject to 12b-1 fees of up to 0.25%.

#### Standard Fee Schedule for Ranger Separately Managed Accounts

Ranger Strategy	Annual Management Fee			
	First \$25mm	Next \$25mm	\$50-100mm	Above \$100 mm
Ranger Small Cap Strategy	One Percent (1.00%)	Eighty Basis Points (0.80%)	Seventy Basis Points (0.70%)	Negotiable
Ranger Small Cap Select Strategy	One Percent (1.00%) on all assets			
Ranger Mid Cap Strategy	Eighty Basis Points (0.80%)	Sixty Basis Points (0.60%)	Fifty Basis Points (0.50%)	Negotiable
Ranger Mid Cap Focused Strategy	Eighty Basis Points (0.80%)	Sixty Basis Points (0.60%)	Fifty Basis Points (0.50%)	Negotiable
Ranger SMid Cap Strategy	Seventy-Five Basis Points (0.75%) on all assets			
Ranger All Cap Select Strategy	Seventy-Five Basis Points (0.75%) on all assets			
Ranger Micro Cap Strategy	One Percent (1.00%)	Eighty Basis Points (0.80%)	Seventy Basis Points (0.70%)	Negotiable
Ranger Energy Select Strategy	One Percent (1.00%) on all assets			

#### Management Fees Exclusive of Expenses

Management Fees are negotiable, depending on the size of the investment and other factors. Management Fees are exclusive of expenses associated with investments in the Separate Accounts, the Mutual Funds and/or the Private Fund. Although the Firm is responsible for its general overhead expenses, clients bear the cost attributable to their investment activities and operations, including without limitation, expenses associated with trading, administration/custody and operations. Such expenses may include, without limitation: (i) expenses incurred in connection with the evaluation, acquisition or disposition of a portfolio investment, including brokerage fees, due diligence expense, travel costs, taxes, and legal, accounting, consulting, information services and professional fees; (ii) expenses incurred in connection with the carrying or management of investments, including custodial, trustee, record keeping and other administration fees; (iii) fees relating to the administration of the Private Fund or the Mutual Fund, including fees of a third party administrator, transfer agent, or custodian; (iv) expenses incurred in connection with a Private Fund's or Mutual Fund's financial statements and/or tax returns; (vi) attorneys' and accountants' fees and disbursements; (vii) taxes and



other governmental charges or fees levied against a Private Fund, including registration or filing fees; and (viii) insurance (including with respect to errors or omissions of the Firm, its Affiliates and related entities, and any other persons acting on behalf of a Private Fund), regulatory or litigation expenses (and if applicable possible indemnification of the Firm), including regulatory expenses of the investment Manager. In addition, Non-Institutional Classes of Mutual Funds may be subject to Distribution and/or Service (12b-1) Fees of up to 0.25%.

#### Expense Cap Limitation Agreements

The Firm has entered into an expense limitation agreement with the Ranger Mutual Funds to reduce its fees and to reimburse expenses, at least until November 30, 2016, such that total annual Fund operating expenses after fee waiver and/or reimbursement (exclusive of any Rule 12b-1 distribution or shareholder servicing fees, taxes, interest, brokerage commissions, acquired fund fees and expenses, or extraordinary expenses such as litigation) will not exceed 1.10% of the Ranger Small Cap Mutual Fund's average daily net assets and 1.12% of the Ranger Mid Cap Mutual Fund's average daily net assets, subject to possible recoupment from the appropriate Fund in future years on a rolling three year basis (within the three years after the fees have been waived or reimbursed) if such recoupment can be achieved within the foregoing expense limits.

#### Broker-Dealers

For information describing the factors that the Firm considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation, please see **Item 12 – Brokerage Practices**.

#### Performance Fees

Performance fees are advisory fees which are charged as a percentage of the appreciation of the net asset value of a client's account. Although on a general basis the Firm does not charge performance fees, it may in limited situations and at a client's request consider the application of performance fees as a full or partial alternative to Management Fees.

#### Compensation to Third Parties

The Firm may enter into agreements with an affiliated or unaffiliated marketing group or individuals that will solicit Separate Accounts or investors for Ranger Private Funds or Mutual Funds managed by the Firm or an affiliate. For their solicitation services, such marketing groups may receive a percentage of the Firm's Management Fee.

The Firm's arrangements with an affiliated or unaffiliated marketing group may result in a potential conflict of interest by creating an incentive for the marketing group to recommend Ranger investment advisory products and services based on compensation received rather than the investor's needs. The Firm has implemented procedures to ensure compensation arrangements with an affiliated or unaffiliated third-party for client or investor referrals will comply with Rule 206(4)-3 under the Adviser's Act.

### Additional Information

- Additional information regarding each Ranger Mutual Fund may be found in such mutual fund's prospectus and SAI, a copy of which may be obtained by accessing [www.rangerfunds.com](http://www.rangerfunds.com) or by contacting Ranger at (214) 871-5244.
- Additional Information regarding each Ranger Private Fund may be found in such fund's private placement memorandum and limited partnership agreement, copies of which may be obtained by contacting the Firm at (214) 871-5244.

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

Although on a general basis Ranger does not charge performance fees, it may in limited situations and at a client's request consider the application of performance fees as a full or partial alternative to Management Fees. Performance based fee arrangements may create an incentive for the Firm to invest in securities which may be riskier or more speculative than the securities it would invest in under a different fee arrangement. In addition, performance fee arrangements may create an incentive for the Firm to favor higher fee paying accounts over other accounts in the allocation of investment opportunities.

The Firm generally invests in liquid exchange traded securities which effectively mitigates trade allocation conflicts presented by performance based fee arrangements. In addition, Ranger employs procedures designed and implemented to treat all clients fairly and equally, and to prevent this potential conflict from influencing the allocation of investment opportunities among clients. For example, the Firm aggregates and allocates all client orders for a particular security on a *pro rata* basis electronically prior to making a trade. The Firm's traders review and monitor client orders on a real-time basis and the Operations Manager confirms these orders once they are complete. In addition, all accounts with similar investment guidelines are managed *pari passu*.

### **Item 7 – Types of Clients**

Ranger generally provides direct investment advisory services to institutional investors such as, but not limited to, mutual funds, collective investment trusts, private pooled investment vehicles, public and private pension plans, insurance companies, foundations, and endowments. In addition, Ranger provides indirect investment advisory services to both institutional and non-institutional investors through shares and interests in registered and unregistered pooled investment vehicles, each of which are deemed clients of the Firm.

Generally, the minimum investment thresholds to open an account are: (i) five million dollars (\$5,000,000.00) for a Separate Account, (ii) one million dollars (\$1,000,000.00) for a limited partnership interest in a Ranger Private Fund, and (iii) between twenty-five thousand dollars (\$25,000.00) and two hundred fifty thousand dollars (\$250,000.00), for shares of a Ranger Mutual Fund, depending on the class of shares. However, the Firm may accept lesser amounts at its sole discretion.

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

Ranger's investment team seeks to uncover quality growth-oriented companies by implementing a bottom-up, fundamental research driven security selection process. The investment team's focus is to identify U.S. exchange traded equity securities of primarily small and/or mid-capitalization companies characterized by accelerating revenue and earnings growth, high recurring revenues, strong balance sheets and strong free cash flow generation. In addition to quantitative analysis, the investment team considers qualitative issues such as, quality of the management team, accounting practices, governance and the company's competitive advantage. Following the analysis of these quantitative and qualitative characteristics, the investment team then determines whether a company is undervalued and has sufficient upside to the stock price to warrant an investment.

The Firm's investment team conducts a significant percentage of its research internally. The investment team performs independent fundamental research on potential Portfolio companies and their underlying securities prior to making investment decisions. As part of the bottom-up fundamental research process, investment team members consider a variety of sources of information, all publicly available. This includes information produced by publicly traded companies such as audited financial statements and other financial reports. The investment team also considers information obtained through its industry contacts, Wall Street firms, financial news feeds, third party research companies and other publicly available sources. Discussions with company management are also an important source of information.

Ranger uses information provided by three proprietary systems, "Long Manager," the "Suspect List" and the "Earnings Quality Report" to monitor its Portfolios and better understand risk:

"Long Manager" is an analytical tool the investment team uses on a daily basis to monitor individual stocks and client Portfolios to ensure compliance with client investment objectives. "Long Manager" also provides detailed market information relating to all Portfolio holdings and identifies securities that violate internal guidelines or are approaching their price targets.

The "Suspect List" enables the team to monitor twenty-three (23) fundamental and technical characteristics used to identify companies that violate the firm's sell disciplines. This review process seeks to identify problem stocks early and enhance performance by removing them before they become significant problems for the Portfolio.

The "Earnings Quality Report" monitors a series of accounting-related margins, ratios, and earnings quality metrics to detect early warning signs of a change in a company's fundamental financial position and earnings risk. In addition, the report measures the various ratios that are important to EPS growth, any unusual changes in margins, decreases in accrual profits and cash flow, organic growth, and changes in working capital.

## **RISK FACTORS**

**AN INVESTMENT IN ONE OF THE FIRM'S PRIVATE FUNDS, MUTUAL FUNDS OR SEPARATELY MANAGED ACCOUNTS (TOGETHER, A "RANGER ACCOUNT") ENTAILS A DEGREE OF RISK, INCLUDING THE POTENTIAL FOR LOSS OF ALL OR PART OF AN INVESTMENT. THEREFORE, AN INVESTMENT SHOULD BE UNDERTAKEN ONLY BY INVESTORS CAPABLE OF EVALUATING AND BEARING THE RISKS OF SUCH AN INVESTMENT. THERE CAN BE NO ASSURANCE THAT THE FIRM WILL BE ABLE TO AVOID LOSS, ACHIEVE ITS INVESTMENT OBJECTIVE OR RECEIVE A POSITIVE RETURN ON INVESTMENT CAPITAL. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE FOLLOWING FACTORS IN CONNECTION WITH AN INVESTMENT. PLEASE NOTE THAT THE FOLLOWING LIST IS NOT A COMPLETE LIST OF ALL RISKS INVOLVED IN CONNECTION WITH AN INVESTMENT IN A RANGER ACCOUNT. WITH RESPECT TO A RANGER PRIVATE FUND OR RANGER MUTUAL FUND, ADDITIONAL RISK DISCLOSURES MAY BE FOUND IN THE PRIVATE PLACEMENT MEMORANDUM, PROSPECTUS AND/OR SAI OF SUCH APPLICABLE FUND.**

### **Security Selection and Market Risk**

Security Selection risk is defined as the risk that the Firm may not select and size positions appropriately within the Portfolio. An associated market risk arises from the influence of the movements of the overall market, or the value of the individual securities in the Portfolio. The profitability of a significant portion of the Firm's investment program depends to a great extent upon correctly assessing the future course of price movements and/or the general value of securities and other investments. There can be no assurance that Ranger will be able to accurately predict these price movements or future valuation; nor can assurance be given that the Firm's investment Portfolios will generate income or appreciate in value. With respect to Ranger's investment strategies, there is also a degree of market risk. For these reasons, the Portfolio may also incur losses.

### **Small and Mid-Capitalization Companies**

The Firm may invest in the stocks of companies with small and/or mid-market capitalizations. While the Firm believes that small and mid-capitalization companies often provide significant potential for appreciation, these stocks often involve higher risks in some respects than investments in stocks of larger companies. For example, prices of small capitalization stocks are often more volatile than prices of large capitalization stocks, and the risk of bankruptcy or insolvency of many smaller companies is higher than for larger, "blue-chip" companies. In addition, due to thin trading in some small capitalization stocks, an investment in those stocks may become illiquid.

### **Concentration Risk**

Generally, the Firm's investment strategies invest in approximately (1) forty to sixty domestic equity holdings or, (2) in the case of the Firm's concentrated strategies, twenty or fewer domestic equity holdings, which represents significantly fewer holdings than that represented by the index benchmarks the Firm uses for comparison purposes. Accordingly, the Firm's investment strategies may therefore be subject to more rapid changes in value than would be the case if these strategies maintained wide diversification among companies, securities, and types of securities.

### Overall Investment Risk

All investments risk the loss of capital. The nature of the securities the Firm purchases and trades as well as the investment techniques and strategies it employs to maximize returns may increase this risk. There can be no assurance that an investment in a Ranger Private Fund, Mutual Fund or Separate Account will be able to achieve positive results or avoid losses.

### Portfolio Turnover

Private Funds and Separate Accounts that the Firm advises will not be restricted in effecting transactions by any specific limitations with regard to the Portfolio turnover rate. Market conditions or other unforeseen events may result in substantial Portfolio turnover, which may result in an increase in expense for the investors and/or enhanced volatility.

## **POTENTIAL CONFLICTS OF INTEREST**

The Firm is subject to potential conflicts of interest which are common to the investment industry. Included below are examples of material conflicts of interest the Firm seeks to mitigate through the effective implementation of various operations and compliance related policies and procedures.

### Trade Allocation

The Firm manages and expects to continue to manage other client accounts. Generally, the Firm has discretionary authority over the investment Portfolios for which it manages on behalf of clients. As a general matter, the Firm believes that aggregation of orders for multiple clients is consistent with its duty to seek best execution for its clients. However, in any case in which the Firm believes that aggregation is not consistent with its duty to seek best execution for its clients, it will not affect the transaction on an aggregated basis.

Typically, the Firm allocates orders for securities on a *pro rata* basis in accordance with each account's investment guidelines as determined exclusively by the Firm's Portfolio Manager or his designee. The Firm also allocates orders for initial public offerings on a *pro rata* basis to the accounts of non-restricted investors or in accordance with *de minimis* exceptions. Differences in allocation proportions may occur due to tax considerations, avoidance of odd lots or *de minimis* numbers of shares, and investment strategies of the accounts. In order to verify compliance with these policies and procedures, the Firm conducts periodic reviews of

the order allocation process. Additional information regarding the Firm's trade allocation procedures may be found in **Item 12 – Brokerage Practices**.

#### Personal Trading

Potential conflicts may arise with respect to Firm employees' personal trading activities in relation to trading on behalf of the Firm's clients. An employee trading securities in his or her account prior to trading the same security on behalf of clients (commonly known as "front-running") is an example of such a conflict. To mitigate this conflict, the Firm prohibits employees from purchasing individual securities for their own accounts. Employees are required to receive pre-clearance from the Chief Compliance Officer prior to selling an individual security owned in a personal account prior to adoption of the Firm's current Personal Trading Policy. Additional information regarding the Firm's Personal Trading Policy may be found in **Item 11 – Code of Ethics**.

#### Soft Dollar Credits

The Firm seeks to employ a soft dollar policy that falls within the safe harbor established by Section 28(e) of the Securities Exchange Act of 1934 ("1934 Act"). The Firm's use of soft dollar credits to pay for research and brokerage products or services might otherwise be borne by the Firm. Accordingly, the authority to use soft dollar credits may give the Firm an incentive to select brokers or dealers for securities transactions, or to negotiate commission rates or other execution terms, in a manner that takes into account the soft dollar benefits received by the Firm rather than giving exclusive consideration to the interests of the Firm's clients. Additional information regarding the Firm's use of soft dollars and broker selection may be found in **Item 12 – Brokerage Practices**.

***Investing in the Ranger Private Funds, Mutual Funds and/or Separate Accounts involves risk of loss that investors should be prepared to bear.***

### **Item 9 – Disciplinary Information**

This section requires registered investment advisers and management personnel to disclose all material facts regarding any legal or disciplinary events that would be material to an investors' evaluation of the Firm or the integrity of its management. The Firm and management personnel have no legal or disciplinary events to disclose.

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

Ranger Investment Management, L.P. is affiliated with four investment advisers by virtue of common control and ownership by Ranger Capital Group Holdings, L.P. ("**RCGH**"). The Firm and each of its investment advisory affiliates mentioned below maintain independent investment teams and processes; and focus on different investment strategies. RCGH provides operations, marketing and investor relations support to Ranger and its affiliates.



- Ranger International Management, LP manages long-only investment portfolios which consist of (i) global income and growth, and (ii) international equity portfolios.
- Ranger Alternative Management, L.P. serves as a sub adviser to and has day-to-day portfolio management responsibilities with respect to a short only actively managed exchange traded fund known as the Ranger Equity Bear (ticker symbol **HDGE**). Portfolio investments generally include short sales of domestically traded mid- and large-cap U.S. exchange-traded equity securities.
- Ranger Alternative Management II, LP manages investment portfolios of credit instruments originated by direct lending sources.
- Ranger Advisors, L.P. manages fund-of-funds investment portfolios which primarily invest in Ranger affiliated strategies.

All RCGH affiliated investment advisers are registered with the U.S. Securities and Exchange Commission (the “SEC”) in accordance with the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. Additional information with respect to RCGH affiliated investment advisers may be obtained on-line at [www.rangercap.com](http://www.rangercap.com).

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

As a fiduciary, the Firm has an affirmative duty to act in the best interests of its clients and to make full and fair disclosure of all material facts, particularly where the Firm’s interests may conflict with those of its clients. The Firm’s Code of Conduct and Code of Ethics (the “Code”) serve as behavioral benchmarks from which the Firm establishes its compliance program. Briefly, the Code requires each Ranger employee to act with integrity, competence, diligence, respect, and in an ethical manner when dealing with current and prospective clients, the Firm, other employees and colleagues in the investment profession, and other participants in the global capital markets. Ranger expects employees to place the interests of clients and the Firm above their own personal interest and to avoid any actual or potential conflicts of interest. *Among other things, the Firm’s Code of Ethics requires that all employees comply with applicable provisions of the federal securities laws and report in a timely manner any violations or potential violations of the Firm’s compliance policies and procedures to the Chief Compliance Officer.*

### Personal Trading Policy

The Firm has implemented a personal trading policy which prohibits employees from purchasing individual securities for their personal accounts or the accounts of family members living in their immediate household. Employees may continue to hold investments initiated prior to the adoption of the policy or their employment with the Firm, and may sell such securities only after the completion of all anticipated client purchases or sales of such securities. In addition, the Firm requires that all employees receive pre-clearance from the Chief

Compliance Officer by submitting a written request prior to the sale of individual securities transactions. Employees may invest in pooled investment vehicles, ETFs, Closed End Mutual Funds and SEC non-restricted securities such as open-end mutual funds, certain U.S. government securities and cash equivalents. Pre-clearance and reporting requirements vary for these investments. In addition, the Firm's personal trading policy requires employees to provide the Chief Compliance Officer with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

In addition to personal trading activities, other policies and procedures found in the Code of Ethics provide guidelines the Firm and/or employees follow with respect to:

- Insider Trading
- Outside Business Activities
- Political Contributions
- Gifts and Entertainment

A copy of the Firm's Code of Ethics is available to current and prospective clients upon written request to [info@rangerinvestment.com](mailto:info@rangerinvestment.com).

## **Item 12 – Brokerage Practices**

The Firm has complete investment and brokerage discretion over the majority of its client accounts.

### Broker Selection and Transactions

The Firm selects brokers for its securities transactions based on a number of factors, including, but not limited to, the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of an order and the difficulty of execution; the financial strength, integrity and stability of the broker; the broker's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available research products or other services the Firm considers to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying the Firm's other selection criteria.

With respect to research and brokerage products or services provided by brokers dealers, the Firm seeks to maintain a soft dollar policy that falls within the safe harbor established by Section 28(e) of the Securities Exchange Act of 1934 ("1934 Act"). Research and brokerage services, as that term is used in Section 28(e), may include both services generated internally by a broker's own research staff and services obtained by the broker from a third party research firm. The research and brokerage services obtained may include a broad variety of financial related information and services, including written or oral research and information relating to the economy, industries or industry segments, a specific company or group of companies, software or written financial data, electronic or other quotations or market information systems, financial or economic programs or seminars, or other similar services or information believed



to assist the Firm and its advisory functions and services. The Firm believes that its ability to obtain such products and services is an integral factor in the level of the advisory fees charged to clients.

Generally, the Firm will attempt to place portfolio transactions with broker dealers who, in its opinion, provide the best combination of price and execution (including brokerage commissions). However, the Firm may pay a broker-dealer a commission for effecting a transaction in excess of a commission charged by another broker or dealer as long as the Firm makes a good faith determination that the amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer.

The Firm maintains formal and informal internal allocation procedures to identify those brokers who provided it with research and execution services that the Firm considers useful to its investment decision-making process. The amount of commission allocated to any broker will be based, in part, on the cost of such research to the broker, and the amount allocated may be higher than that which the Firm would pay for the research were it to pay for it in cash using its own funds.

Clients should consider that there is a potential conflict of interest between their interests in obtaining best execution and the Firm's receipt of and payment for research through brokerage allocations as described above. To the extent the Firm obtains brokerage and research services that it otherwise would acquire at its own expense, the Firm may have incentive to place a greater volume of transactions or pay higher commissions than would otherwise be the case.

The soft dollar research and brokerage services the Firm obtains normally benefits many accounts rather than just the one(s) for which the order is being executed, and not all research may be used by the Firm in connection with the account(s) which paid commissions to the broker providing the research. For example, the Firm may use the commissions paid by its clients who invest in mid-cap securities to obtain small cap securities research services. In this situation, the small cap securities research may benefit only a select group of the Firm's clients which is different from the group whose commissions generated the soft dollar credits.

#### Best Execution Reviews

On at least a quarterly basis, the Firm holds a best execution review meeting to determine the value each broker dealer brought to the Firm over the previous three (3) month period. In attendance at the meeting are members of the Firm's investment team, traders and the Chief Compliance Officer. At the meeting, the participants address issues such as, but not limited to, execution quality, research quality, broker responsiveness, and access to analysts and company management. The meeting participants generally discuss issues with respect to the active broker-dealers on the approved list to determine whether the commissions earned are commensurate with the value received from the broker-dealers. Following the review, the Head Trader makes appropriate revisions and, together with the Chief Compliance Officer, documents the results of the best execution review.

Periodically, as part of the best execution review, members of the investment team, traders and the Chief Compliance Officer discuss general soft dollar activities and possible changes, if any, to the list of all soft dollar services. Examples of soft dollar issues discussed during the best execution review may include:

- Changes to the current level of service
- Prospective products and services being considered
- Services that are not being fully utilized, are obsolete or redundant and should be eliminated
- Whether the soft-dollar budget targeted for the current quarter or year are in line with the budgeted amounts
- Mixed-use allocation determinations

The Chief Compliance Officer documents and maintains information discussed during the best execution review.

#### Order Aggregation

Generally, the Firm aggregates trades for the same security in the same strategy and allocates client orders on a *pro rata* basis electronically prior to making a trade using Ranger's order management system, Advent Moxxy. The traders review and monitor client orders on a real-time basis. Once a trade is complete, the Operations Manager confirms client orders. All accounts with similar investment guidelines are managed *pari passu*. Trading is not segmented across product platforms. The trading desk centrally manages all trades. Ranger aggregates trade orders to seek best execution. However, in any case in which the Firm believes that aggregation is not consistent with its duty to seek best execution for its clients, it will not affect the transaction on an aggregated basis.

#### Directed Brokerage

An investor may instruct the Firm to effect securities transactions from the client's account through a specific broker-dealer. The Firm considers this instruction to be a "directed brokerage arrangement." In such circumstances, the client is responsible for negotiating the terms and arrangements for their account with that broker-dealer. The Firm will not seek better execution services or prices from other broker-dealers and may not be able to aggregate the client's transactions for execution through other broker-dealers with orders for other accounts advised or managed by the Firm. As a result, the Firm may place a directed trade following aggregated trading activity for a particular security. In addition, the Firm may not obtain best execution on behalf of the client, who may pay materially disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case.

In order to accommodate certain directed brokerage arrangements, the broker dealer to whom the trades are directed may not meet the Firm's standards with respect to institutional quality execution capabilities. In such cases, the Firm may resort to "step out" trades in order to meet the directed brokerage objectives while continuing to maintain the Firm's best execution objectives. For example, the Firm places an aggregated trade for a particular security with an institutionally oriented broker dealer which includes instructions to "step out" the portion of the commission to the broker dealer designated in the directed brokerage arrangement. Essentially, the broker dealer the Firm selected executes the trade and sends a check for the portion of the commission amount specified in the instructions to the broker dealer designated in the directed brokerage arrangement.

#### Soft Dollar Reviews

In addition to initial reviews, the Firm conducts periodic evaluations of its soft dollar products and services to, (1) ensure the products and services continue to provide the value to the investment manager which was originally established upon the initial evaluation; and, (2) prepare an annual soft dollar program which it believes is in the best interest of the Firm's clients. The Chief Compliance Officer reviews the annual soft dollar budget to ensure the products and services meet Section 28(e) requirements.

Each month, a member of the accounting department reviews and verifies all invoices for soft dollar products and services and then submits them to the Head Trader for verification. The invoices are time stamped and dated, and then forwarded to the soft dollar broker for payment. The soft dollar broker submits a monthly summary of all payments made for research, as well as a detailed listing of commissions generated with the executing soft dollar brokers. A member of the accounting department reviews all research payments and the Head Trader reviews commissions to ensure payments between the commission list submitted by the soft dollar broker(s) and a commission report generated by the Firm's portfolio management system has been properly reconciled. The soft dollar broker(s) resolves any issues, and any unresolved disputes will be promptly brought to the attention of the Chief Compliance Officer and Chief Financial Officer.

#### Mixed-Use Soft Dollar Products and Services

In some instances, brokerage and research products or services the Firm receives may also be used by the Firm for functions that are not entirely brokerage or research related (i.e. not related to the investment decision-making process). Where a research or brokerage product or service has a mixed-use, the Firm will make a reasonable allocation according to its use and will pay for the non-research or non-brokerage portion in cash using its own funds. The Firm generally bases its mixed-use allocation decisions on a reasonable combination of factors such as, but not limited to:

- The percentage of time devoted to the Firm's use of the product for research or brokerage in relation to non-research or non-brokerage applications;

- The relative value of the product for each use as the Chief Compliance Officer determines to be reasonable and appropriate; and,
- The availability and value of comparable products and services.

The CCO supervises the evaluation of all mixed-use soft dollar items upon initial receipt of the product or service, and then again on a periodic basis. Evaluation results, along with guidance from the COO/CFO, assist the CCO in the establishment of a final mixed-use allocation decision.

### **Item 13 – Review of Accounts**

Each account is reviewed and valued on a daily basis or more frequently if triggered by market or economic conditions. At this time, there are fewer than fifty (50) accounts requiring review. Members of the investment staff review each account in a manner consistent with the investment goals of each account. Under the supervision of the Chief Financial Officer, members of the Firm's accounting and operations staff review the accounts' valuation, including net asset value calculations, securities positions and pricing information, interest accrual calculations, and cash balance reports generated by the Firm's accounting system, custodian, prime broker and brokerage firms on a monthly basis. An independent public accounting firm performs an annual audit of the books and records of the Firm's Private Funds and Mutual Funds.

The Firm typically remits quarterly and annual written reports to its clients, which set forth various financial data and information. Ranger's operations staff, supervised by the COO/CFO, reviews the accounts' valuation, including net asset value calculations, securities positions and pricing information, interest accrual calculations, and cash balance reports generated by the Firm's accounting system, custodian, prime broker and/or brokerage firms. Investors in a Ranger Private Fund or a Ranger Mutual Fund receive an audited annual financial report and the information necessary for the investor to complete annual federal income tax returns.

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

The Firm may enter into agreements with an affiliated or unaffiliated marketing group or individuals that will solicit Separate Accounts or investors for Ranger Private Funds or Mutual Funds. For their solicitation services, such marketing groups or individuals may receive a percentage of the Firm's Management Fee.

The Firm's arrangements with an affiliated or unaffiliated marketing group or individuals may result in a potential conflict of interest by creating an incentive for the marketing group to recommend Ranger investment advisory products and services based on compensation received rather than the investor's needs. The Firm has implemented procedures to ensure compensation arrangements with an affiliated or unaffiliated third-party for client or investor referrals will comply with Rule 206(4)-3 under the Adviser's Act.

## **Item 15 – Custody**

The Firm does not take possession of investor funds or securities. However, the Firm serves as a General Partner and/or attorney in fact with full discretion over the portfolios of the Ranger Private Funds it advises. As a result, the Firm has indirect access to the funds and securities of limited partners in its Private Funds. Pursuant to Rule 206(4)-2 of the Investment Advisers Act of 1940, the Firm is considered to have custody of these assets.

Accordingly, the Firm implements certain policies and procedures which seek to safeguard investor assets on behalf of all its Private Funds. The Firm must also comply with additional bookkeeping, auditing and disclosure requirements, which includes providing investors in the Firm's Private Funds with audited financial statements on an annual basis.

***Ranger strongly encourages investors and their advisors to closely monitor their account statements, audited financial statements and any other important investment related materials they receive from the Firm. Any potential discrepancies should be promptly brought to the Firm's attention by contacting (214) 871-5200.***

## **Item 16 – Investment Discretion**

With respect to most client accounts, the Firm has complete discretion over the selection and amount of securities to be bought or sold without obtaining consent or approval from investors (within the parameters established by the private placement memorandum of the Private Funds, the prospectus and SAI of the Mutual Funds or investment management agreements applicable to Separate Accounts). Discretionary authority only occurs upon full disclosure to the client and authorization by such client pursuant to the operative documents and subscription agreement of a Private Fund, the prospectus for a Ranger Mutual Fund or an investment management agreement for a Separate Account. Trades made by Ranger on behalf of client accounts for which it has discretion will be in accordance with that portfolio's investment objectives and goals.

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

### Proxy Voting

The Firm votes proxies on behalf of the Ranger Private Funds, Ranger Mutual Funds and many Separate Accounts it advises. The Firm seeks to vote such proxies in the interest of maximizing shareholder value. To that end, the Firm takes great care to vote proxies in a way that it believes is consistent with its fiduciary duty. It is the Firm's policy to review each proxy statement on an individual basis and give consideration to both the short and long term implications of each proposal in which it votes. The Firm's Portfolio Manager and Sector Managers are responsible for identifying the proxies upon which the Firm will vote, voting the proxies in the best interest of clients, and submitting the proxies promptly and properly. The option to direct the manner in which the Firm votes particular proxy related topics is limited to Separate Account investors only, pursuant to guidelines established in the investment management agreement.

The Firm has engaged the services of a third party proxy voting service (the “Proxy Service”) to assist it with administration of the proxy voting process. In addition to general administration assistance, the Proxy Service also includes proxy voting recommendations based upon published research and guidelines it publishes. However, the Firm’s proxy voting policies and case-by-case evaluation of each issue may result in proxy votes on certain issues that differ from Proxy Service recommendations.

The Firm’s written proxy voting policies and procedures are available for review by investors in each Ranger Private Fund, Ranger Mutual Fund or Separate Account advised by the Firm. In addition, the Firm maintains a record of all proxy votes cast on behalf of the Ranger Private Funds, Ranger Mutual Funds and many of the Separate Accounts it advises; such records are available for review by the client upon written request to [info@rangerinvestments.com](mailto:info@rangerinvestments.com).

#### Class Action Law Suits

From time to time, the Firm may receive notices regarding class action lawsuits involving securities that are or were held by the portfolios of a Ranger Private Fund, a Ranger Mutual Fund or certain Separate Accounts it advises or advised. As a matter of policy, the Firm refrains from serving as the lead plaintiff in class action matters and also refrains from submitting proofs of claim where the Firm believes, in its sole discretion, which either the recovery amounts are likely to be negligible or such participation is not in the interest of the applicable account. As a result, the Firm, in many cases, may not participate in class action law suits.

### **Item 18 – Financial Information**

The Firm has no known financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. In addition, the Firm has never been the subject of a bankruptcy petition.