



This ADV brochure, dated March 31, 2017, provides information
about the qualifications and business practices of:

Institutional Capital LLC

353 North Clark Street, Suite 3500

Chicago, IL 60654

WWW.INSTITUTIONALCAP.COM

If you have any questions about the contents of this brochure, please contact:

Brian E. Franc

EVP, Chief Compliance Officer

Phone: 312-424-9100

bfranc@icapusa.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. In addition, registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Institutional Capital LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

The purpose of this page is to inform you of any material changes since the previous annual update of this brochure. This brochure, which is dated March 31, 2017, replaces the previous version, which was dated January 9, 2017. The following material changes have occurred since the last annual update of this brochure, which was dated March 30, 2016:

Institutional Capital LLC (“ICAP”) and its parent company, New York Life Investment Management Holdings LLC, announced on January 9, 2017 that they agreed to sell certain parts of the asset management business of ICAP to Epoch Investment Partners, Inc. (“Epoch”). ICAP is no longer accepting new client accounts. Any client accounts that have not been transferred to Epoch are being terminated, and the operations of ICAP are being wound down. ICAP expects to complete the termination of its remaining client accounts, and to file a Form ADV-W (SEC Registration Withdrawal) to withdraw its registration as an investment adviser, before the end of April 2017.

TABLE OF CONTENTS

Item 4: Advisory Business	4
Item 5: Fees and Compensation	4
Item 6: Performance Based Fees and Side-by-Side Management	5
Item 7: Types of Clients	5
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9: Disciplinary Information	7
Item 10: Other Financial Industry Activities and Affiliations	7
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	7
Item 12: Brokerage Practices	9
Item 13: Review of Accounts	10
Item 14: Client Referrals and Other Compensation	10
Item 15: Custody	10
Item 16: Investment Discretion	10
Item 17: Voting Client Securities	11
Item 18: Financial Information	11

Item 4: Advisory Business

FIRM HISTORY

Institutional Capital LLC (“ICAP”) is an investment advisor registered with the U.S. Securities and Exchange Commission (the “SEC”). Headquartered in Chicago, Illinois, the firm has roots dating back to 1970 and has worked with a wide variety of client types. ICAP is a wholly-owned, stand-alone subsidiary of New York Life Investment Management Holdings LLC, which is a wholly-owned subsidiary of New York Life Insurance Company. Unless the context otherwise requires, references to “we”, “us”, “our”, “the firm” and “our company” refer to ICAP.

INVESTMENT SERVICES

The firm is a large-cap value equity manager. ICAP is in the process of winding down its business and is not accepting any new clients.

Currently, ICAP’s only remaining business is its participation in a program, commonly referred to as a wrap-fee or unified managed account (“UMA”) program (the “Program”), in which a third party Program sponsor offers our ICAP Equity strategy to its clients. Participants in the Program may customize their portfolio to suit their investment needs and goals by imposing reasonable investment restrictions on certain securities, industries or sectors.

In the Program, a client pays a single fee to the sponsor firm, which encompasses our investment advisory fee, certain transactions costs, custody, administrative costs, and trade and execution services, including commission costs. As a result, the sponsor and the client request that transactions for the client’s account be executed by the sponsor. Accordingly, Program client accounts are considered to be client directed brokerage accounts. *(See Item 12 for a discussion of directed brokerage.)*

In connection with our participation as an adviser in the Program, we have engaged our affiliate, New York Life Investment Management LLC (“NYL Investments”), to provide us with certain trading related, administrative and operational services. During each business day, we provide our portfolio model, based on the current weightings for the relevant strategy, to NYL Investments. NYL Investments reviews the model, applies the model to individual Program client accounts taking into consideration any investment restrictions applicable to each account, and forwards trade instructions to the Program sponsor.

ASSETS UNDER MANAGEMENT

As of March 31, 2017, ICAP managed approximately \$19,300,000 in client assets on a discretionary basis.

Item 5: Fees and Compensation

ICAP is not accepting any new clients.

We participate in the Program, which is sponsored by an unaffiliated investment advisory / brokerage firm (the “Sponsor”). As an investment manager in the Program, we receive from the Sponsor a portion of the fees collected by the Sponsor from participants in the Program. Our advisory fee is based on a percentage of the assets managed, calculated monthly in arrears. Upon termination of a Program account, the remaining fee may be pro-rated. Our fees are paid by the Sponsor, and are not deducted from Program client accounts. The clients participating in the Program should be aware that they may be charged various Program fees and expenses in addition to the advisory fees that are paid to our firm. The clients participating in the Program should carefully review Appendix 1 to Part 2A of the Sponsor’s Form ADV for complete details regarding the Program.

You should note that similar advisory services are likely available from other registered (or unregistered) investment advisors for similar or lower fees.

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

ICAP does not have any performance-based fee clients.

Item 7: Types of Clients

Our firm is currently providing investment management services only through the Program and is not accepting any new clients.

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

METHODS OF ANALYSIS

Investment Process

We focus on exploiting pricing inefficiencies through fundamental research. Fundamental research is the foundation of our process. We monitor consensus earnings estimate changes for each company in our universe. We standardize these changes for comparability, rank the universe from improving estimate changes to deteriorating estimate changes and seek to avoid the stocks with the most negative earnings revisions. By avoiding these stocks with the worst current earnings revisions, we believe we can decrease the odds of investing in value traps.

Risk Management and Sell Discipline

We believe it is important to control risk on a bottom-up, stock-by-stock basis. When stocks are evaluated for potential purchase, both valuation and catalysts are thoroughly vetted. We believe our global macroeconomic analysis, along with our company-specific research, provides a more robust framework allowing us to better understand each company’s individual risk profile.

Through our focused approach to investing, we seek to gain a thorough understanding as to why each stock is in the portfolio and closely monitor the dynamics of each individual security.

We systematically evaluate each of the securities purchased on an ongoing basis. Key factors in determining if a stock will undergo a full review are:

- The stock is underperforming;
- Earnings estimates have deteriorated;
- The catalyst has changed or disappeared; or
- Exogenous risks bring the investment thesis into question.

Stocks are sold for specific reasons. We will act when:

- The stock has achieved its target price;
- The catalyst has been violated;
- A risk to the investment thesis has been identified; or
- Other candidates are more attractive.

INVESTMENT STRATEGY

ICAP manages the remaining Program accounts according to its ICAP Equity strategy. The ICAP Equity strategy is a U.S. dollar-denominated strategy that seeks capital appreciation by investing in a range of large-cap value-oriented companies with market capitalizations of at least \$3 billion at time of purchase. The portfolio typically holds 40 to 50 stocks, with positions generally not exceeding 5% of the total portfolio.

RISK FACTORS

The investment strategy, practices and risk analysis used by ICAP may not produce the desired results, and investors could lose money. Furthermore, the value of an account's investments may change because of broad changes in the markets in which the account invests, which could cause the account to underperform other accounts with similar objectives. From time-to-time, markets may experience periods of acute stress that may result in increased volatility and increase the risk of loss. Investments in common stocks and other equity securities are particularly subject to the risk of changing economic, stock market, industry and company conditions, and the risks inherent in ICAP's ability to anticipate such changes can adversely affect the value of an account's holdings.

Value stocks may never reach what ICAP believes is their full value or they may go down in value. In addition, different types of stocks tend to shift in and out of favor depending on market and economic conditions, and therefore an account's performance may be lower or higher than that of other types of securities. Because ICAP's strategy is to invest in relatively few holdings, a larger percentage of assets in an account may be invested in a particular issuer or in fewer companies than is typical of other accounts. This may increase volatility, and an account may be more susceptible to adverse economic, political, regulatory or market developments affecting a single issuer.

Item 9: Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

As noted in Item 4, ICAP is a wholly-owned subsidiary of New York Life Investment Management Holdings LLC and an indirect wholly-owned subsidiary of New York Life Insurance Company.

ICAP is an affiliate of New York Life Investment Management LLC ("NYL Investments"), an investment adviser registered with the SEC (File No. 801-57396). NYL Investments provides certain trading related, operational, and administrative services in connection with our participation as a manager in the Program.

In addition to NYL Investments, ICAP is also an affiliate of several other investment advisers that are registered with the SEC, each of which is a subsidiary of New York Life Insurance Company, including Candriam Belgium S.A. (File No. 801-80508), Candriam France S.A.S. (File No. 801-80509), Candriam Luxembourg S.C.A. (File No. 801-80510), Cornerstone Capital Management Holdings LLC (File No. 801-69663), Credit Value Partners, LLC (File No. 801-71761), Eagle Strategies LLC (File No. 801-32987), GoldPoint Partners LLC (File No. 801-61010), IndexIQ Advisors LLC (File No. 801-68220), MacKay Shields LLC (File No. 801-5594), Madison Capital Funding LLC (File No. 801-107923), NYL Investors LLC (File No. 801-78759), and Private Advisors, L.L.C. (File No. 801-55696).

We have related persons that are not listed in this section because we do not have any relationship or arrangement with them that is material to our advisory business or to our clients. We have a supplementary list of related persons that are not listed in this section which will be provided upon written request.

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

CODE OF ETHICS & PERSONAL TRADING

Our firm has a fiduciary relationship with our clients, which requires that we and our employees place the interests of our clients first and foremost. As such, our Code of Ethics ("Code") covers all employees and sets forth guidelines that promote ethical conduct generally. The Code also provides employees with specific guidance about conflicts of interests, board memberships,

insider trading, personal trading, and gifts and entertainment. A copy of our Code can be obtained by our current and prospective clients by sending a written request to:

Institutional Capital LLC
353 North Clark Street, Suite 3500
Chicago, IL 60654
Attention: Brian Franc, Chief Compliance Officer

While we permit our employees to engage in personal securities transactions, as a firm, we recognize that these transactions may raise potential conflicts of interests. This is particularly true when they involve securities owned by, or considered for purchase or sale for, a client account.

We address potential conflicts of interest in our Code by requiring that, with regard to investments and investment opportunities, our employees' first obligation is to our clients. Our Code requires that all of our employees adhere to the highest duty of trust and fair dealing. In addition, all employees must conduct their personal securities transactions in a manner that does not interfere with any client's portfolio transactions, or take inappropriate advantage of an employee's relationship with a client.

PARTICIPATING IN CLIENT TRANSACTIONS

Our firm has several investment advisor affiliates that are under the common control of our ultimate parent company, New York Life Insurance Company ("New York Life"). Each of the New York Life affiliated advisers may recommend that clients buy or sell securities in which such adviser, or its related persons, have a financial interest, and may buy and sell the same security between or among clients' accounts. In the ordinary course of performing their investment supervisory services, New York Life affiliated advisers may recommend that clients purchase or sell securities or interests in which New York Life affiliates also have a position or interest. The investors in such issuers could have different rights (e.g., in the event of a default, restructuring or bankruptcy proceeding involving the issuer).

The securities or interests in private investment vehicles held by such investors may include long-term and short-term debt and equity and privately placed securities. New York Life affiliated advisers may effect the purchase or sale of mutual funds that are affiliated with New York Life in client accounts.

In order to address potential conflicts of interest at a firm-wide level, ICAP and each of its affiliates operate independently with respect to investment strategy, trading and operations. Furthermore, affiliates are generally not privy to another affiliates' information (i.e., investment decisions, research, client information) that may potentially pose conflicts of interest. In the event such information would be shared, the appropriate controls would be placed around the information in order to limit any potential conflicts of interest.

Personnel associated with our firm or its affiliates may come into possession of material nonpublic information concerning various companies. Our firm and its advisory affiliates have established information barrier policies that serve to limit the dissemination of such information and provide us with flexibility in managing our clients' portfolios. Nevertheless, if we or our affiliates possess such information, our ability to buy or sell securities of such issuers for our clients may be restricted, although any such restrictions are expected to be infrequent. Such restrictions also may be imposed in isolated instances to prevent even an appearance that such information has been used in a manner contrary to law.

Our firm is not obligated and may not be permitted to divulge any such information to or for the benefit of its clients, to disclose that it is restricted from trading in a particular security, or otherwise to act on the basis of any such information in providing services to clients. We may also from time to time be subject to limitations on trading in the securities of certain issuers as a result of our holdings or those of our affiliates.

CHARITABLE CONTRIBUTIONS

Our firm or its employees may provide reasonable charitable contributions on behalf of ICAP to charitable organizations that are or are associated with clients, prospects or service providers. In order to mitigate potential conflicts of interests associated with charitable contributions, ICAP has adopted a Charitable Contributions Policy under which the amount of a charitable contribution should never be based upon the level of actual or anticipated business provided by a client or prospect soliciting the charitable contribution or any benefit received from a service provider. The charitable contribution must be made in the name of ICAP and be payable directly to the charitable organization.

Item 12: Brokerage Practices

Our firm is currently providing investment management services only through the Program and is not accepting any new clients. As noted with regards to the Program in Item 4, the wrap fee charged by the Sponsor covers trade and execution services. As a result, the Sponsor and the client request that transactions for clients' accounts be executed by the Sponsor (or its affiliate) or a broker-dealer designated by the Sponsor firm. In the event that the Sponsor or its designated broker-dealer cannot provide "best execution" for a given transaction, ICAP may have the option to trade away, and the client may incur a commission cost.

As ICAP does not generally engage in the trading for Program accounts, it does not currently engage in any soft dollar transactions subject to the criteria of Section 28(e) of the Securities Exchange Act of 1934.

In the event of a trade error, we make a reasonable attempt to identify, research and correct the error as soon as practicable. We will make your account whole for any losses resulting from a

trade error that we have caused, while any gains realized as a result will remain in your account. On a case-by-case basis, where appropriate, we may net gains and losses within your account.

Item 13: Review of Accounts

We manage client accounts in accordance with the stated investment objectives and the investment guidelines agreed upon with each client, and any restrictions, including social restrictions, imposed by the client. On a regular basis (generally two times per week), we review the current portfolios, potential investment opportunities and overall economic outlook.

To assist in monitoring compliance with account objectives, guidelines and restrictions, we utilize a compliance guideline monitoring system. This system provides automated compliance guideline checking on both a pre-trade and post-trade basis and allows active monitoring of account holdings to determine if an account is nearing or has encountered a guideline breach. The system is also used to generate daily holdings reports and exception reports to assist in monitoring compliance with guidelines and restrictions. We also use a proprietary Client Database to assist in monitoring client guidelines and restrictions, as well as the MSCI ESG Screener to assist in screening for social restrictions.

In addition, we produce several daily reports to help monitor client accounts, including reports on the dispersion of performance of accounts with a similar strategy. A portfolio accountant reviews these reports on a daily basis in order to identify deviations that would indicate a potential error or a pricing problem.

Item 14: Client Referrals and Other Compensation

Our firm does not currently receive an economic benefit from anyone who is not a client for providing investment advice to our clients, and does not currently compensate anyone for client referrals.

Item 15: Custody

Our firm does not custody any of our clients' assets. We urge our clients to carefully review the information provided on their custody statements provided by their custodian to ensure that all account transactions, holdings and values are correct and current. ICAP does not select the client's custodian.

Item 16: Investment Discretion

Unless otherwise agreed with a client, we generally have discretionary authority to determine the type and amount of securities bought or sold for a client. Our authority is generally limited by

contractually agreed upon investment guidelines, which may include specific restrictions regarding the size and type of individual investments relative to total assets, other restrictions regarding the type of securities invested in or the nature of the issuer of such securities, tax considerations, and quality standards, among other restrictions.

Our firm's policy is to provide investment advice only pursuant to a written advisory contract. ICAP is not accepting any new clients.

Item 17: Voting Client Securities

ICAP does not vote proxies for Program client accounts.

Item 18: Financial Information

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. Our firm is not required to provide such financial information. However, we confirm that we have no financial commitment or condition that would impair our ability to meet contractual and fiduciary commitments to our clients and that we have never been the subject of bankruptcy proceedings.

March 31, 2017

**Institutional Capital LLC
353 North Clark Street, Suite 3500
Chicago, IL 60654
Phone: 312-424-9100**

**Form ADV Part 2B:
Brochure Supplement**

Regarding the following supervised persons:

Thomas Cole

This Brochure Supplement provides information regarding the above supervised person of Institutional Capital LLC ("ICAP") that supplements ICAP's Form ADV Part 2A: Brochure. You should have received a copy of that Brochure. Please contact ICAP's Compliance Department if you did not receive ICAP's Brochure or if you have questions about the contents of this Brochure Supplement.

Educational Background and Business Experience

Thomas M. Cole - Born 1961

Formal Education after High School:

- University of Wisconsin, Madison, Wisconsin (B.A. – Finance - 1983)
- University of Wisconsin, Madison, Wisconsin (M.B.A. – Finance - 1985)
- Chartered Financial Analyst (“CFA® Charter”). The CFA® Charter is a globally recognized, graduate-level investment credential. To earn a CFA charter, one must have four years of qualified investment work experience, become a member of the CFA Institute, pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis, apply for membership to a local CFA member society, and complete the CFA Program.

Business background for the past 5 years:

- Senior Executive Vice President and Chief Investment Officer, ICAP (10/16 to present)
- Senior Executive Vice President and Co-Chief Investment Officer, ICAP (9/15 to 9/16)
- Senior Executive Vice President and Deputy Chief Investment Officer, ICAP (7/14 to 9/15)
- Senior Executive Vice President and Co-Director of Research, ICAP (4/12 to 7/14)
- Head of U.S. Equities, UBS (2/07 to 4/12)

Disciplinary Information

None of ICAP’s supervised persons that are included in this Brochure Supplement have had any material legal or disciplinary events in their past.

Other Business Activities

None of the supervised persons that are included in this Brochure Supplement are involved in any other business activities outside of their duties at ICAP.

Additional Compensation

None of ICAP’s supervised persons that are included in this Brochure Supplement receive any additional compensation for providing advisory services. All of their compensation is paid by ICAP out of its revenues derived from investment advisory fees paid by clients.

Supervision

As Chief Investment Officer, Thomas Cole (who can be reached at 312-424-9100) is responsible for the overall supervision of ICAP’s investment functions.