

# Brave Warrior Advisors, LLC

## Part 2A of Form ADV

### The Brochure

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This brochure provides information about the qualifications and business practices of Brave Warrior Advisors, LLC (“Brave Warrior” or the “Advisor”). If you have any questions about the contents of this brochure, please contact us at 212-421-9760. 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 Brave Warrior is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Summary of Material Changes

The following material changes have been incorporated into this brochure since the last annual amendment filed in March 2016.

In the *Fees and Compensation* section below, BWA clarified the following existing business practices:

- How securities are priced in its clients' accounts for purposes of determining account values on which its fees are based; and
- Whether and when BWA will reduce or waive management fees.

## Table of Contents

Summary of Material Changes .....	2
Table of Contents .....	2
Advisory Business .....	2
Fees and Compensation .....	3
Performance Based Fees and Side-by-Side Management .....	4
Types of Clients.....	4
Methods of Analysis, Investment Strategies and Risk of Loss .....	4
Disciplinary Information .....	5
Other Financial Industry Activities and Affiliations .....	5
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	5
Brokerage Practices .....	6
Review of Accounts .....	8
Client Referrals and Other Compensation.....	8
Custody .....	9
Investment Discretion.....	9
Voting Client Securities .....	9
Financial Information .....	10

## Advisory Business

Brave Warrior's investment strategy focuses on clients investing in a limited number of long equity positions. Investments are made in demonstrably healthy businesses that Brave Warrior believes will be successful in the long-term. Brave Warrior endeavors to buy at prices that will protect clients' capital from substantial erosion should fundamentals diverge from expectations. Clients' assets under management are invested in securities chosen entirely at the discretion of the Advisor (provided that a client may specifically request that their account not be invested in a particular security for legal or special concerns) after the Advisor explains its investment approach and ascertains that the client is generally prepared to invest at least \$5 million as a long-term investment in the equity markets without specialized needs that would require modification of the portfolio of stocks.

Brave Warrior was founded in 2009 and is solely owned by Glenn H. Greenberg. As of December 31, 2016, Brave Warrior managed approximately \$2,856,367,302 regulatory assets under management on a discretionary basis on behalf of approximately 303 accounts.

## **Fees and Compensation**

Except as noted below, fees are non-negotiable and are charged on a quarterly basis, in arrears, at the rate of 0.5% of the assets under management, including accrued dividends, as of the last business day of the calendar quarter (i.e., 2% annually). Dependent on the individual arrangement selected by each client, fees charged for Brave Warrior's advisory services may be deducted from the client's account, or paid by the client via check/wire. Brave Warrior may adjust fees on a pro rata basis to reflect any material account contributions or withdrawals that Brave Warrior, in its sole discretion determines would result in material fee adjustments.

Brave Warrior reserves the right to reduce or waive fees for client accounts. Brave Warrior provides investment advice to accounts of the Principal, certain family members of, and family trusts or other entities formed by or for the benefit of, the Principal, current and former employees, family members of employees, two retired former traders and accounts valued less than \$200,000 on a fee-waived basis.

Brave Warrior calculates its management fee based on values derived from an independent pricing source, which provides a master pricing file that ensures pricing uniformity for all of Brave Warrior's clients' management fees. Many of Brave Warrior's clients are custodied at Pershing; however, some clients custody their assets at other custodians. Each client receives a statement from their custodian at least quarterly (see the *Custody* section for more information).

Clients may request in writing that (i) upon a partial withdrawal from an account, Brave Warrior continue to manage the account as if such amount had not been withdrawn, or (ii) Brave Warrior manage the account based on a notional asset value that is in excess of the actual value of the account; in each case, new investments made on behalf of the account may be made using margin borrowing. Historically, a name utilized to describe this practice is "A-Field". At the time of this filing, Brave Warrior has seven clients that made such a request. To the extent that a client has requested in writing that Brave Warrior disregard a withdrawal in managing the account or manage the account based on a notional asset value, as described above, the fee will be determined based upon a value of the account that disregards such withdrawal or reflects the notional asset value of such account, as applicable.

A client is able to cancel an investment advisory contract without penalty within five business days after the date of its execution by the client. Thereafter, either party is able to cancel an advisory contract by giving 30 days' prior written notice. If Brave Warrior or the client cancels the contract, the fee for the quarter will be pro-rated over the period during which the contract was in effect based on the value of the assets in the client's account on the date of cancellation.

Brave Warrior may invest a portion of clients' assets in registered investment companies, including, but not limited to, mutual funds. Advisers to such funds charge a management fee in addition to Brave Warrior's management fee. Clients may incur fees from their custodian.

Further, clients will incur brokerage costs; please see the *Brokerage Practices* section for more information.

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

Brave Warrior does not charge any performance fees.

## **Types of Clients**

Brave Warrior primarily provides customized investment supervisory services to individuals and associated trusts, estates, or charitable organizations. In addition, Brave Warrior provides investment advice to endowments.

Brave Warrior generally requires a minimum of \$5 million in assets for the establishment and maintenance of an investment advisory account.

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

Brave Warrior invests primarily in equity positions. Brave Warrior offers an investment strategy focused on holding a limited number of long equity positions. Brave Warrior conducts fundamental analysis on all securities purchased for client accounts. In making its investment decisions, Brave Warrior may rely on internally generated research derived from annual reports, prospectuses, filings with the SEC, corporate press releases, inspections of corporate activities, conversations with the firm and/or competitors, financial newspapers, magazines and other sources. Brave Warrior may also use research materials prepared by others in making an investment decision, including third-party consultants. During the research process, Brave Warrior makes an assessment of the quality of the security in question by, among other things, examining financial metrics of the relevant company, the integrity and strategic vision of the management team and the ability to execute such strategy, as well as the attractiveness and risks of the company's industry.

### **Risk of Loss**

All investing involves a risk of loss that clients should be prepared to bear. The investment strategies offered by Brave Warrior could lose money over short or long periods of time. Identifying undervalued securities and other assets is difficult, and there are no assurances that Brave Warrior's investment strategies will succeed. Brave Warrior cannot give any guarantee that it will achieve a client's investment objectives or that clients will receive a return of its investment. Below is a summary of potentially material risks for each significant Brave Warrior investment strategy used, the methods of analysis used, and/or the particular type of security recommended.

- Dependence on Key Individual - Client portfolios are dependent on the continued service and active investment efforts of the Principal, Mr. Glenn H. Greenberg.
- Lack of Diversification. The Advisor's investment strategy is to hold less than 20 stocks, which means that it may invest a greater percentage of its assets in the securities of fewer issuers. Holding fewer stocks may increase volatility of returns.
- Stock Market Risk - There is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.

- Brave Warrior may rely on information that turns out to be wrong. Brave Warrior selects investments based, in part, on information provided by issuers to regulators or made directly available to Brave Warrior by the issuers or other sources. Brave Warrior is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and could result in losses.
- Brave Warrior may fail to identify successful companies. Identifying undervalued securities and other assets is difficult, and there are no assurances that such a strategy will succeed. Furthermore, clients may be forced to hold such investments for a substantial period of time before realizing any anticipated value.
- Investing in securities entails risks associated with the underlying business. Investments in securities entails all the risks associated with the underlying businesses, including reliance on a company's managers and their ability to execute business strategies. In addition, all businesses face risks such as adverse changes in regulatory requirements, interest rate and currency fluctuations, general economic downturns, changes in political situations, market competitions and other factors. Brave Warrior will not have day-to-day control over any company in which it invests for clients.

## **Disciplinary Information**

Brave Warrior and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

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

Brave Warrior and its employees do not have any relationships or arrangements with other related person companies that pose material conflicts of interest.

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

Brave Warrior buys and sells the same securities for its clients as it does for the Principal of the Advisor and certain of his family members and may buy and sell such securities for certain employees and certain of their family members. This practice presents inherent conflicts of interests, such as Brave Warrior, the Principal, employees, and/or certain of their family members: 1) trading before clients (i.e. front-running), and/or; 2) receiving a better price than clients. To mitigate (potential) conflicts of interest associated with personal trading, Brave Warrior has adopted a Code of Ethics and Policies Governing Personal Securities Transactions (the "Code") that obligates all principals, officers, directors and employees to put the interests of Brave Warrior's clients before their own personal interests and to act honestly and fairly in all respects in their dealings with clients. With limited exceptions, all shares purchased and sold on the same trading day are allocated via a computer program among all accounts, including accounts for the Principal, employees and their respective family members, and all other clients. Under no circumstances will the accounts of the Principal, employees or their respective family members receive a more advantageous price than client accounts for a particular security purchased or sold on the same trading day. It is anticipated that all accounts of the Principal, his immediate family members and all other clients have a substantially similar percentage of assets in each security (though account composition will vary to some extent based upon a number of factors, including

different investment objectives or restrictions, risk profiles, timing of actual or anticipated capital additions or withdrawals, and problems of allocating small numbers of shares). As mentioned above, to the extent certain accounts have different security weightings (as a result of the factors mentioned above), securities may be purchased and sold for such accounts when other client accounts are not purchasing or selling the same security. Employees (other than the Principal) and their family members may not necessarily have the same account composition as the Principal and other clients. With limited exceptions, trades for these employees and their family members are required to be approved by the Principal prior to the execution of such trades.

All clients receive an information statement summarizing this “Side-By-Side Trading Approach and Procedures” (the “Side-By-Side Policy”). All of Brave Warrior’s personnel are also required to comply with all applicable federal securities laws. As described above, under Brave Warrior’s Side-By-Side Policy, Brave Warrior’s Principal invests the bulk of his investment assets in the same core positions as Brave Warrior’s clients and generally participate proportionately with clients in these core positions. The Code requires Brave Warrior personnel and other access persons to pre-clear certain securities transactions, disclose their reportable securities holdings and business activities annually, and provide quarterly reports regarding personal trading. Clients and prospective clients may obtain a copy of the Code by contacting Donna Downing, the Chief Compliance Officer, via e-mail ([ddowning@bravewarrior.com](mailto:ddowning@bravewarrior.com)) or by telephone at (212) 421-9760.

## **Brokerage Practices**

Brave Warrior has discretionary authority to select the brokers through whom transactions for its clients will be carried out. Since Brave Warrior manages a relatively small pool of assets, it will limit itself to a relatively small number of brokers so as to remain an important customer for each, thereby seeking the best service, most timely information flow and best execution. These are the three most important criteria in Brave Warrior’s selection of brokers. In addition, the value of products or services that a broker may provide to Brave Warrior, which assist Brave Warrior in its investment decision-making process, may be a factor in choosing a broker. Outstanding trade execution capability and superior service may be given greater emphasis than obtaining the absolute lowest commission on transactions. For clients that utilize Pershing as a custodian, Brave Warrior uses Pershing’s (“PAS”) platform for those clients’ transactions. Brave Warrior typically will only utilize brokers that were approved by PAS (on the PAS platform). This practice may be viewed as a best execution risk because Brave Warrior is not necessarily free to use any broker for client transactions unless they “trade away” from PAS. However, Brave Warrior may only utilize PAS approved brokers to avoid “trade away” fees, trade error risks, operational costs, and in order to uphold Brave Warrior’s duty to seek best execution for clients’ securities transactions.

At least annually, selected Brave Warrior employees meet to systematically evaluate the execution performance of its brokers. The review of brokers consists of various factors including, as applicable: names of brokers; average commission rate charged by each broker; services, if any, provided by the broker other than execution; whether the execution services were satisfactory; reason for using that broker; unusual trends; and potential conflicts of interest. Any other factors Brave Warrior thinks necessary will also be considered in order for Brave Warrior to make a reasonable decision about best execution determinations.

Brave Warrior does not enter into formal “soft dollar” arrangements with brokerage firms with respect to research or any other products or services. Although Brave Warrior may not have any formal soft dollar arrangements with brokers, Brave Warrior receives research (proprietary or from third-parties) and other ancillary services (e.g. conference access) from brokers. Brave Warrior generally requires brokers with whom it does business to provide research information on securities, industries or economic trends. When Brave Warrior uses *client* brokerage commissions (or markups or markdowns) to obtain research or other products or services, it receives a benefit because Brave Warrior does not have to produce or pay for the research, products or services. Further, an investment adviser may have an incentive to select a broker-dealer based on our interest in receiving the research or other products or services, rather than on our *clients’* interest in receiving most favorable execution. In conjunction with Brave Warrior’s periodic best execution analyses, Brave Warrior will review products and services received from broker-dealers to ensure Brave Warrior is in compliance with the safe harbor of Section 28(e); further, Brave Warrior will make a good faith determination that the value of the brokerage and research services obtained is reasonable in relation to the amount of the commissions paid. Please see the *Client Referrals and Other Compensation* section below for additional disclosures.

Brave Warrior generally aggregates orders for its clients’ accounts for trade execution with the same broker. When orders are aggregated, each participating account will be allocated securities on an average price basis. It is anticipated that all accounts of the Principal, his respective family members and all other clients will have a substantially similar percentage of assets in each security (though account composition will vary to some extent based upon a number of factors, including different investment objectives or restrictions, risk profiles, timing of actual or anticipated capital additions or withdrawals, and problems of allocating small numbers of shares). To the extent certain accounts have different security weightings (as a result of the factors mentioned above), securities may be purchased and sold for such accounts when other client accounts are not purchasing or selling the same security. On occasion when an order is partially filled, participating accounts will receive a pro rata average priced allocation, subject to exceptions resulting from the account composition factors described above. From time to time, Brave Warrior may engage in “opposite trading,” when on the same day one client buys a security and a different client account sells the same security. Brave Warrior’s employees (other than Brave Warrior’s Principal) and their family members may not necessarily have the same account composition as Brave Warrior's Principal and other clients. With limited exceptions, all shares purchased and sold on the same trading day are allocated via a computer program among all accounts, including accounts for Brave Warrior's Principal, employees and his respective family members, and all other clients. Under no circumstances will the accounts of Brave Warrior’s Principal, employees or their respective family members receive a more advantageous price than client accounts for a particular security purchased or sold on the same trading day. Brave Warrior allocates investment opportunities among its clients in a fair and equitable manner. As described above, order aggregation and allocation processes and the timing of investments could result in varying performance across clients’ accounts.

In seeking best execution for transactions on behalf of clients, Brave Warrior, from time to time may instruct the broker-dealer that executes the transaction to allocate, or “step-out”, a portion of such transaction to another broker-dealer. Step-out transactions occur for accounts valued under

\$110,000 and custodied away from Pershing. The broker-dealer to which Brave Warrior has “stepped out” would then settle and complete the designated portion of the transaction, and the executing broker-dealer would settle and complete the remaining portion of the transaction that has not been “stepped-out”. Each broker-dealer may receive a commission or brokerage fee with respect to that portion of the transaction that it settles and completes. Step-out transactions allow accounts custodied away from Pershing and Pershing accounts under \$110,000 to be aggregated with other Brave Warrior client accounts, and receive average pricing on transactions.

Brave Warrior will use its best efforts to assure that orders are entered correctly; however, to the extent that an error occurs, it is to be (i) reported to the Chief Compliance Officer; and (ii) corrected as soon as practicable. If an error is discovered on the trade date or thereafter, the trade will be broken, if possible. If the executing broker cannot break the trade, the error should be reported to the Chief Compliance Officer, who will investigate the matter and the trade (and its correcting trade) will be allocated to Brave Warrior’s trade error account maintained at Pershing. Brave Warrior is responsible for its own errors and not the errors of other persons, including third party brokers and custodians, unless otherwise expressly agreed to by Brave Warrior. To the extent that trades allocated to the Brave Warrior’s error account are profitable; at the end of each year all amounts relating to such profitable trades will be contributed by the Advisor to a charitable organization. Brave Warrior may net trade error gains and losses in the trade error account; this may benefit Brave Warrior by having to pay less for trade error losses.

## **Review of Accounts**

The Principal of Brave Warrior reviews (formally or informally) the portfolios of securities in which its clients are invested on a continuous basis. Executions are verified within a day after each purchase or sale. Upon capital contributions or withdrawals, the Principal of Brave Warrior reviews the account(s) affected to determine any course of action that might be needed.

Clients receive the following written reports: trade confirmations on each transaction, including commissions paid; monthly statements of activity in each account summarizing all trades, dividends received and cash withdrawals or contributions; monthly summaries of all securities and cash held in each account; and investment letters on a semi-annual basis reviewing Brave Warrior’s investment strategy. Clients receive a statement of assets in the advisory account at the end of each billing period, the billing factor and resulting advisory fee charged to each account. The Principal is reasonably available to clients for consultation and, at least annually, Brave Warrior will contact clients, in writing, with a request to notify the firm if their financial situation or investment objectives have changed.

## **Client Referrals and Other Compensation**

Brave Warrior receives an economic benefit from Pershing in the form of support products and services it makes available to us and other independent investment advisors that have clients who maintain accounts at Pershing. For example, Pershing provides Brave Warrior with the ability to utilize Advent OnDemand a Division of SS&C, which assists Brave Warrior in servicing client accounts. Products and services provided by Pershing, how they benefit us, and the related conflicts of interest are also described above (see Item 12 – Brokerage Practices). Although Brave Warrior finds Pershing’s products and services to be valuable tools for servicing client



accounts, Brave Warrior's receipt of products and/or services from Pershing may be viewed as a conflict of interest for us to recommend Pershing as a custodian to clients. The availability of Pershing's products and services for Brave Warrior, however, is not based on us giving particular investment advice, such as buying particular securities for our clients, or based on a specified level of trading activity through Pershing Advisor Solutions.

## **Custody**

All clients' accounts are held in custody by unaffiliated broker/dealers or banks, but the Advisor can access certain clients' funds through our ability to instruct the custodian to debit advisory fees. In these cases, Brave Warrior is considered to have custody of client assets under Rule 206(4)-2 under the Advisers Act. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by Brave Warrior.

## **Investment Discretion**

As disclosed above in the *Advisory Business* section, Brave Warrior has full discretionary authority with respect to investment advisory accounts to sell, purchase, exchange, trade in or generally to invest and reinvest all assets at any time held in a client's account. Brave Warrior does not anticipate entering into client agreements that allow a client to mandate or restrict the advisory decisions of Brave Warrior. Clients, however, may request that Brave Warrior avoid investments in certain industries or companies for their account due to legal or special concerns of the client. Should Brave Warrior agree, contractually or informally, to a client-requested mandate or restriction of an account, Brave Warrior will manage the account accordingly.

## **Voting Client Securities**

Brave Warrior will accept authority, through a provision in a client's advisory agreement, to vote client securities. Brave Warrior has adopted Proxy Voting Policies and Procedures (the "Procedures") that are designed to ensure that Brave Warrior votes proxies with respect to client securities in the best interests of its clients. All proxies that Brave Warrior receives will be treated in accordance with the Procedures. The Procedures also require that Brave Warrior identify and address conflicts of interest between Brave Warrior and its clients. If a material conflict of interest exists, Brave Warrior will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interests of the client or take some other appropriate action (e.g., retain an independent third party to vote the proxy).

Brave Warrior generally votes in favor of routine corporate housekeeping proposals. For all other proposals, Brave Warrior will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and Brave Warrior's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance. Clients may not direct proxy voting for particular solicitations.

Clients may obtain a copy of Brave Warrior's Procedures and information about how Brave Warrior voted a client's proxies by contacting either of Marion Tarko or Glenn H. Greenberg via

e-mail ([marion@bravewarrior.com](mailto:marion@bravewarrior.com) or [glenn@bravewarrior.com](mailto:glenn@bravewarrior.com)) or by telephone at (212) 421-9760.

Clients that do not provide Brave Warrior authority, through an advisory agreement, to vote client securities are responsible for voting any proxies, and should contact their custodian with questions about receiving proxies and process for the client to execute voting on such proxies. Brave Warrior does not forward proxies to such clients, but they may contact Brave Warrior (see contact info directly above) with questions about a particular solicitation.

## **Financial Information**

Brave Warrior has never filed for bankruptcy, is not required to include a balance sheet for its most recent fiscal year, and is not aware of any financial condition that is expected to affect its ability to manage client accounts.