

FORM ADV, PART 2A -

THE BROCHURE

OF

GRISANTI CAPITAL MANAGEMENT LLC

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March 30, 2017

This Brochure provides information about the qualifications and business practices of Grisanti Capital Management LLC. If you have any questions about the contents of this Brochure, please contact us at 212-218-5300. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Additional information about Grisanti Capital Management LLC also is available on the Securities and Exchange Commission website at www.adviserinfo.sec.gov.

Grisanti Capital Management LLC is an investment adviser registered with the Securities and Exchange Commission; this registration does not imply that the Adviser or any of its employees has any particular level of skill or training.

Item 2

MATERIAL CHANGES

This Item 2 is intended by the applicable rules of the Securities and Exchange Commission (the “SEC”) to discuss any material changes contained in an annual update of the Brochure in comparison to the prior year’s annual update.

The Adviser believes that there is no material change in this Brochure, our 2017 annual update, from our 2016 annual Brochure dated March 22, 2016.

Because this Item 2 discusses only those changes to this Brochure that have been made since March 22, 2016 that the firm believes to be material, this Brochure should be reviewed in its entirety.

In accordance with the SEC’s rules, we use the Brochure as our disclosure document for prospective clients as well as current clients. We deliver the Brochure to prospective clients no later than at the time when the advisory contract is entered into. We send our current clients the annually-updated Brochure, or a separate summary of material changes together with information on how to obtain the complete Brochure and how to obtain information about us through the SEC website.

In addition, we send our clients any interim updates of the Brochure to the extent SEC rules require it or we believe it to be appropriate.

Item 3

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**PLEASE NOTE: FOR CONVENIENCE, THIS BROCHURE USES “EMPLOYEES” RATHER THAN THE
VARIOUS TERMS CONTAINED IN THE BROCHURE’S INSTRUCTIONS**

Item 4

ADVISORY BUSINESS

A. The Adviser

Grisanti Capital Management LLC (the “Adviser”) was formed in June 1999 as a Delaware limited liability company. Since April 2012, the sole principal owner of the firm has been Christopher C. Grisanti. In July 2014, GCM GP LLC (the “General Partner”) was formed as a Delaware limited liability company to serve as the general partner of GCM Opportunity Fund LP (the “Fund”). The Adviser is the sole member of the General Partner. The Adviser and the General Partner formed the Fund, a hedge fund that seeks to maximize capital appreciation by investing, on a long and short basis, primarily in U.S. securities where the Adviser perceives opportunities for either long-term or short-term gain. The Adviser and the General Partner are sometimes referred to collectively in this Brochure as “we” or “us.”

Christopher Couming Grisanti: College of the Holy Cross, Worcester, MA: BA (English Literature), 1983 (cum laude); Harvard Law School, Cambridge, MA: JD, 1987 (magna cum laude). Mr. Grisanti is a Chartered Financial Analyst. Currently, he is a board member and president of the following not-for-profit corporation: 1 East End Avenue Corp. He is also a board member of the American Shakespeare Center, a not-for-profit corporation.

Mr. Grisanti is a co-founder of Grisanti Capital Management LLC (in 1999), and the Chief Executive Officer of Grisanti Capital Management LLC (since April 2012). Mr. Grisanti has been a principal, Portfolio Manager and Analyst/Member of the Investment Team at the firm since 1999. He was a Director of Research and Managing Director at Key Asset Management Inc. from 1997 to 1999; a Managing Director at Spears Benzak Salomon & Farrell Inc. from 1994 to 1999; and a corporate finance attorney at the law firm of Simpson Thacher & Bartlett from 1988 to 1994.

B. Types of Advisory Services

The Adviser furnishes investment management services that include the management of equity, fixed income and balanced investment portfolios for separately managed accounts as well as for the Fund. The Fund does not offer its interests to the public. Such interests are only offered in private placements to qualified investors. The terms

of such offerings and the investments themselves are described in the Fund's offering documents.

C. Client-Specific Services

The Adviser provides investment advice to separately managed account clients based on a client's needs, investment objectives and any investment guidelines or restrictions the client may impose. In general, we do not tailor our investment strategy to the needs of individual investors in the Fund. However, in certain limited circumstances, we may agree to particular investment guidelines or investment restrictions with particular Fund investors (for instance, that they will not participate in certain investments made by the Fund).

D. Wrap-Fee Program Participation

The Adviser provides portfolio management services in one wrap fee program – the Morgan Stanley Vision program. The Adviser manages the wrap fee accounts in the same manner as all other separately managed client accounts. The firm receives a fee for our services that is negotiated with each client; our fee is separate from the fee paid to Morgan Stanley.

E. Client Assets Under Management

The Adviser managed approximately \$268 million in client assets on a discretionary basis as of March 17, 2017.

Item 5

FEES AND COMPENSATION

A. Advisory Fees

Separately Managed Accounts

The Adviser charges a fee for providing advisory services to separately managed accounts based on a percentage of the client's assets under management. The basic fee is 1% of assets under management. These fees may be negotiated based on the size of and types of investments to be made for the client account, as well as special account structure requirements, the client's objectives or other special considerations. The Adviser reserves the right to change, reduce or waive fees in its discretion. For purposes of computing the fee based on a percentage of assets of a separately managed account, the value of assets in the client's account is equal to the market value of the securities, or, in the absence of a market value, the fair value as determined in good faith by the Adviser.

The Fund

We are generally entitled to two types of compensation from the Fund: (i) an asset-based management fee; and (ii) an incentive allocation based upon the performance of the Fund.

Those investing in the Fund on or prior to December 31, 2014 ("Initial Investors") are charged a management fee at the quarterly rate of 0.125% (or 0.50% on an annualized basis) with respect to amounts invested by them in the Fund on or prior to December 31, 2014 ("Initial Investments"); provided that from and after such time, if any, as the net asset value of the Fund (as defined in the Fund's Limited Partnership Agreement) equals or exceeds \$50,000,000, the management fee will be waived with respect to the Initial Investments of all Initial Investors. Those investing in the Fund after December 31, 2014 are charged a management fee at the quarterly rate of 0.25% (or 1.00% on an annualized basis). The management fee is calculated on the basis of each investor's capital account in the Fund and is paid to the Adviser.

The General Partner is entitled to receive an incentive allocation for each calendar year (or partial calendar year, where applicable) equal to 20% of the net profits allocated to investors for that period, subject to a "high-water mark provision." This

provision ensures that if the Fund was to lose money over a period of time, the General Partner would only be paid in a subsequent year when the profit of the Fund reaches a high and only to the extent that the profit exceeds the prior losses.

The compensation terms described above reflect our typical compensation rates. However, we have the right to enter into agreements with one or more investors in the Fund providing for the waiver or modification of certain terms of the offering of Fund interests, or certain rights and obligations of Fund investors, including compensation terms, otherwise applicable to such interest(s), in each case without notice to the other Fund investors.

B. Frequency and Method of Advisory Fee Payment

Separately Managed Accounts

The Adviser's fees are charged on a quarterly basis. Clients pay the advisory fee either directly based on a bill that the Adviser sends to the client, or by instructing their custodian to wire the fee to the Adviser based on a bill that the Adviser sends to the custodian and the client. Clients may select either method.

The Fund

Management fees are typically paid quarterly and incentive allocations are typically made annually. The management fees payable by the Fund are deducted from the assets of the Fund and paid to the Adviser. Incentive allocations are reallocated from the capital accounts of investors in the Fund and into the General Partner's capital account.

C. Other Fees or Expenses

Separately Managed Accounts

The Adviser receives no fee from clients other than the advisory fee. However, clients will also pay certain third party fees and expenses such as custodian fees and transaction fees. Please see Item 12., "Brokerage Practice" below, for more information on broker-dealers we use for client transactions.

In some cases, the Adviser's clients will have their accounts domiciled at a bank or broker-dealer that provides management of idle cash balances through a sweep arrangement. In that case, the client often will pay a separate advisory fee to the bank or broker for this service. Since clients pay the firm an advisory fee based on

the total market value of their account, these clients may pay two advisory fees with respect to idle cash balances.

The Fund

The Fund pays, or reimburses us for, all operating expenses and other costs of the Fund that we are not required to bear including, but not limited to: (i) accounting, bookkeeping and auditing fees and expenses; (ii) legal fees and expenses; (iii) all fees and disbursements of the Fund's or our attorneys, consultants and other third parties performing work benefiting the Fund (including, without limitation, the legal and other fees, costs and expenses of the Fund in any threatened or actual litigation or governmental investigation or proceeding, the amount of any judgments or settlements paid in connection with such litigation or fines or penalties levied as a result of any such proceeding or investigation, and the legal or other fees and expenses incurred in connection with the provision of managerial assistance to issuers and/or the disposition of investments); (iv) insurance and bonding costs; (v) all trading expenses and transaction costs, including, but not limited to, brokerage commissions and expenses relating to short sales, clearing and settlement charges, interest on loans and debit balances, margin interest, broker service fees and other clearing and custodial expenses; (vi) fees or assessments in connection with any regulatory registrations, filings, qualifications and/or approvals of the Fund and/or us, and related compliance fees and expenses we deem appropriate; (vii) such research and portfolio management expenses as we deem appropriate, which may include, but are not limited to, expenses incurred in connection with due diligence investigations or research as to investments or potential investments, including travel, lodging and other expenses incurred in connection with visits to companies, meetings, research symposiums and communications with company management, security holders, analysts and other third parties, costs of research reports, data feeds and databases, news wires and quotation services, periodical subscription fees and costs of software (including risk control software) utilized by us in connection with managing the Fund's portfolio; (viii) fees of the Fund's registered agent; (ix) the cost of preparation and distribution of reports and statements to investors in the Fund; (x) all filing and recording fees; (xi) all custodial fees, bank service fees, and fees or expenses associated with insuring the Fund's assets; (xii) the Adviser's management fee; (xiii) all applicable federal, state, local and foreign taxes payable by the Fund; and (xiv) extraordinary expenses, such as indemnification and litigation expenses.

D. Timing of Advisory Fee Payments

Separately Managed Accounts

The Adviser's fees are generally charged in advance. If an account is closed, the Adviser will refund any previously-paid fees ratably based on the number of calendar days remaining after the termination date in the period for which the fees have been prepaid.

The Fund

Management fees are typically paid quarterly in advance and incentive allocations are typically made annually. Fund investors are subject to a prorated management fee with respect to any subscription to the Fund made other than at the beginning of a calendar quarter, or withdrawal made from the Fund other than at the end of a calendar quarter based upon the portion of the quarter for which the withdrawn assets were invested. Investors making a withdrawal from the Fund will be charged an incentive allocation with respect to the amount withdrawn.

E. Compensation for the Sale of Investment Products

This is not applicable, since neither the Adviser nor any of its employees accepts compensation for the sale of securities or other investment products.

Item 6

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Separately managed account clients do not pay us a performance-based fee. As described in Item 5., “Fees and Compensation” above, we may receive part of our compensation from the Fund in the form of an incentive allocation calculated as a percentage of profits of the Fund. When we receive a performance-based fee, we have a conflict of interest because we can potentially receive greater fees from the Fund than from accounts not having a performance-based fee structure. We have an incentive to:

- direct the best investment ideas to, or allocate or sequence trades in favor of, the Fund;
- allocate a disproportionate amount of personnel and resources to identifying and securing investment opportunities for the Fund;
- use trades by an account paying no performance-based fees to benefit the Fund, such as where the Fund sells short before a sale by the account, or the Fund sells a security only after an account has made a large purchase of the security; and
- benefit the Fund over an account which has a different and potentially conflicting investment strategy.

We owe a fiduciary duty to our clients not to favor the account of one client, including the Fund, over that of another, without regard to the types and amounts of fees paid by those accounts. In light of the conflicts of interest described above, we have allocation policies and procedures in place to ensure that all client accounts are treated fairly. Generally allocations are made among accounts with a similar strategy on a pro rata basis based on the size of the account. Explanations for variations from this approach are required to be documented and are subject to the periodic review of our Chief Compliance Officer to ensure that all accounts are being treated fairly.

Item 7

TYPES OF CLIENTS

We furnish investment management services to individuals, charitable organizations (such as endowments and foundations), tax-exempt entities (such as pension and profit-sharing plans), corporations, partnerships and other entities, as well as to the Fund.

The Adviser generally requires a minimum of \$1 million for new separately managed investment advisory accounts. The Adviser reserves the right to increase or decrease the minimum account size that it will accept.

The minimum investment in the Fund is \$250,000, which minimum may be waived by the General Partner in its discretion.

Item 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

The Adviser focuses primarily on U.S. equity securities, including common and preferred securities, predominantly of companies with large capitalizations, with a value investment perspective.

Separately Managed Accounts

The firm offers two investment approaches for separately managed account clients. In one, the goal is capital appreciation. In the other, called the High Income Equity Portfolio, we seek to achieve a higher income than the U.S. equity market and substantially less volatility than the U.S. equity market as measured by beta (a standard measure of volatility), in addition to possible capital appreciation, by using (as market conditions permit and warrant) such instruments as high-yielding stocks, high-quality common stocks and common stocks with a higher potential for growth.

By doing fundamental research and analyzing a company's cash flow and/or assets, the Adviser seeks to make long-term investments (with a 3- to 4-year horizon) in securities that sell at a meaningful discount either to the value of their future cash flows or to their net asset value. Our sources of information include some or all of the following: financial publications, the company's press releases and filings, on-site visits to the company, third-party research and corporate rating services.

Generally, client portfolios consist of about 15 to 25 stocks.

For a few clients, the Adviser may offer advice on different types of securities such as foreign stock, over-the-counter stock, corporate debt, municipal securities, mutual fund shares and U.S. Government securities.

The Fund

The investment objective of the Fund is to maximize capital appreciation by investing, on a long and short basis, primarily in U.S. securities where the Adviser perceives opportunities for either long-term or short-term gain. While not a primary focus, the Fund may also invest in non-U.S. securities. The Adviser will seek to invest the assets of the Fund aggressively in order to create the potential for greater

returns. While risk will be taken into consideration, risk mitigation is not a primary objective of the Fund. At times, the investments of the Fund may be highly concentrated, with one or more individual investment positions constituting as much as 10% to 20%, or more, of the Fund's investment portfolio. The Fund will generally have a "long" bias, however the Fund may "go short" certain securities issued by companies where the Adviser believes the securities of these companies have the potential to experience significant price declines. Short positions may also be employed, along with options, for risk management purposes. The Fund will utilize leverage in an effort to enhance returns and to take advantage of opportunities that may present themselves during periods of market turmoil, as well as for other purposes deemed appropriate by the Adviser.

Clients should remember that investing in securities involves the risk of loss, which they should be prepared to bear. No guarantee or representation is made that our investment program will be successful.

B. General Material Risks

All securities investments risk the loss of capital. No guarantee or representation is made that our investment objectives will be achieved or that our program will be successful. Our investment program may at times involve, without limitation, risks associated with limited diversification, leverage, interest rates, currencies, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, counterparty default risks, systems risks and other risks inherent in the Fund's or a managed account's activities. Certain investment techniques can, in certain circumstances, magnify the impact of adverse market movements to which a client may be subject. In addition, investments in securities and other investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where we may invest a client's capital.

Our methods of minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted. Further, we may apply such risk management techniques on a selective or other periodic basis rather than at all times.

There is a risk that an investment in the Fund or a managed account will be lost entirely or in part. The Fund is not a complete investment program and should represent only a portion of an investor's portfolio management strategy. The Fund may be deemed speculative in nature and is not intended to be a comprehensive investment program. The Fund is intended for investment solely by sophisticated investors who are accustomed to and fully understand the risks of such investments.

The material risks involved in investing as described above are:

- **Market Risk** – The value of the assets of a separately managed account or of the Fund's portfolio will vary with the value of the securities in the portfolio or account. The value of securities fluctuates constantly based on various factors, including turbulence and volatility in financial markets. Investment in American Depositary Receipts (ADRs), which are U.S. securities that are based on securities of a foreign company, may be subject to the same risks as direct investment in foreign companies, including international trade, currency, political and regulatory risks. The securities markets have in recent years been characterized by high degrees of volatility and unpredictability. In addition, the U.S. and other national economies have recently undergone significant disruptions, and future economic conditions are uncertain.
- **Price Volatility** – Stocks are inherently volatile. Such volatility may result in the value of the Fund's or an account's assets fluctuating from time-to-time more greatly than that of other investment vehicles which may be more diversified. There can be no assurance that the Adviser's investment strategy, including its hedging techniques, or other investment strategies or techniques, will be effective in protecting from such price volatility.
- **Leverage** – The Fund may utilize leverage to increase the amount of capital available for investment purposes, or incur leverage due to investing or hedging activities. The Fund may also use leverage to enhance investment returns, to pay fees and expenses of the Fund, to fund the payment of withdrawal proceeds and in other circumstances deemed appropriate by the Adviser. The Fund may enter into one or more credit facilities or otherwise obtain leverage (for example by trading on margin) with one or more financial institutions (each a "Financial Institution" and, collectively, "Financial Institutions").

The actual amount, which is likely to vary over time, and form of leverage to be utilized by the Fund will be determined by the Adviser in its discretion (subject to any credit limitations imposed by Financial Institutions or counterparties). Such varying amounts and forms of leverage may be expected to have a material impact on the Fund's performance, as well as its risk of loss.

Leverage may also be obtained by the Fund through swap agreements, options or other derivative instruments (or through a combination of such methods). A Financial Institution or counterparty on any swap, option or other derivative instrument may be any entity which the Adviser determines to be creditworthy.

Although the use of leverage increases the magnitude of possible gains, relative to the Fund's capital, it also increases the risk of loss. Such increases are due to the fact that fluctuations in the value of the Fund's portfolio will have a greater effect relative to the Fund's capital than would be the case in the absence of leverage. In the case of adverse fluctuations in the value of the Fund's portfolio, Financial Institutions may require the Fund to liquidate certain investment positions in an untimely or otherwise adverse manner and/or may be entitled to take possession of all or a portion of the Fund assets. In addition, fees and expenses incurred in connection with securing and utilizing a margin account, other credit facility or leverage arrangement (including, but not limited to, interest costs associated with the use of leverage by the Fund) are, in general, an expense of the Fund and, therefore, both borrowing levels and fluctuations in interest rates may affect the operating results of the Fund.

As a condition to providing the Fund with leverage, Financial Institutions may be expected to require the Fund to pledge all or a substantial portion of its assets as collateral. In addition, Financial Institutions may be expected to impose various covenants and restrictions on the Fund as a result of which they may exercise a substantial degree of control over the Fund's investment activities and the Fund assets. Such covenants and restrictions may, among other things, have the effect of: restricting the ability of the Adviser to fully implement the Fund's investment strategy in the manner that it or the Adviser deems appropriate; restricting the ability of the Fund to transfer and dispose of its assets; restricting the ability of the Adviser to take other

actions to protect the Fund assets; restricting the ability of the Fund to declare or make distributions of its assets to investors; and restricting the ability of the Fund to adopt and implement changes to the Fund's investment activities and governing documents. The failure of the Fund to satisfy such covenants and restrictions could result in an event of default under a credit facility or derivative instrument. Upon an event of default, a Financial Institution may require the Fund to liquidate certain or all investment positions in an untimely or otherwise adverse manner, may be entitled to take possession of all or a portion of the Fund assets and/or may have the right to take other actions which could have an adverse impact on the Fund or its assets. In connection with any swap or other derivative transaction entered into by the Fund, the Fund will be subject to the risk that the counterparty in such transaction will not perform its obligations thereunder. Any such failure to perform on the part of the counterparty, could subject the Fund to substantial losses.

The use of leverage may result in certain investors, such as tax-exempt organizations, employee benefit plans and individual retirement accounts, recognizing "unrelated business taxable income" for Federal income tax purposes.

- **Concentration Risk** – By investing in a limited number of securities, the client is exposed to greater market risk and potential monetary losses than if there were more securities or more industries represented in the separately managed account. The Fund's portfolio may at times be highly concentrated, with one or more individual investment positions constituting as much as 10% to 20%, or more, of the portfolio. Although concentration may increase the possibility of achieving significant investment return, concentration of investments in a limited number of issuers, industries or sectors is generally regarded as increasing both relative investment risk and potential portfolio volatility. In addition to issuer, industry or market risk by reason of concentration, an account or the Fund may be exposed to potentially significant losses by reason of adverse developments affecting one or more of such limited number of portfolio companies. A loss in any such position could materially reduce an account's or the Fund's performance or asset base, to the extent not offset by other gains.

- Value Investment Risk – Investments in value stocks are subject to the risk that their true worth may not be fully realized by the market and may remain undervalued for extended periods of time.
- Transaction Execution and Costs; Brokerage Allocation – In many cases relatively narrow spreads may exist between the prices at which the Adviser will purchase and sell particular positions. The successful application of the Adviser’s methodology will therefore depend, in part, upon the quality of execution of transactions, such as the ability of broker-dealers to execute orders on a timely and efficient basis. Although the Adviser will seek to utilize brokerage firms which will afford superior execution capability to clients, including the Fund, there is no assurance that all transactions will be executed with optimal quality.
- Other Possible Investment Techniques – The Adviser is authorized to utilize a broad variety of securities, derivatives and other instruments, as well as investment techniques, when deemed in furtherance of the Fund’s investment strategy. Such instruments and techniques may involve risks in addition to those described herein.

C. Security-Specific Material Risks

- Equity Risk –Separately managed accounts and the Fund invest in common stocks or their equivalents. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, an account or the Fund may suffer losses if it invests in equity securities of issuers whose performance diverges from the Adviser’s expectations. An issuer can eliminate dividends paid on common stock. In addition, holders of common stock stand behind bondholders for a company’s assets if and when it should run into a financial problem.

Although primarily a “large-cap” manager, the Adviser may from time to time invest in mid-sized and small capitalization U.S. companies. In addition to the material risks described in subsection B. and subsection C., above, this investment strategy involves the following material risk:

- Smaller Company Risk – Securities of smaller companies may be more volatile than securities of large companies and thus their price may decline more in response to selling pressure.

- Foreign Investments – A small portion of the Fund’s assets may consist of foreign investments, which may include foreign or domestic equity securities denominated in U.S. Dollars or foreign currencies and traded in or outside of the U.S. Such investments require consideration of certain risks typically not associated with investing in U.S. securities or property. Such risks include, among other things, trade balances and imbalances and related economic policies, unfavorable currency exchange rate fluctuations, imposition of exchange control regulation by the U.S. or foreign governments, U.S. and foreign withholding taxes, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalization of their industries, political difficulties, including expropriation of assets, confiscatory taxation and economic or political instability in foreign nations.

There may be less publicly available information about certain foreign companies than would be the case for comparable companies in the U.S. and certain foreign companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies.

Item 9

DISCIPLINARY INFORMATION

This item is not applicable because there are no legal or disciplinary events relating to the Adviser or its employees that would be material to a client's or a prospective client's evaluation of our advisory business or the integrity of our management.

Item 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither the Adviser nor, to the extent the category applies, any of its employees: (1) is registered or has an application pending to register as a broker-dealer or a registered representative of a broker-dealer; (2) is registered or has an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of these entities; or (3) recommends or selects other investment advisers for our clients.

The Adviser serves as the investment manager for the Fund, and the General Partner serves as the general partner of the Fund. As noted in Item 6., “Performance Based Fees and Side-by-Side Management” above, we will have a conflict of interest, because we can potentially receive greater fees from the Fund than from accounts not having a performance-based fee structure. Also as noted above, we owe a fiduciary duty to our clients not to favor the account of one client, including the Fund, over that of another, without regard to the types and amounts of fees paid by those accounts. In light of the conflicts of interest described above, we have allocation policies and procedures in place to ensure that accounts are treated fairly.

Item 11

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

Our “Code of Ethics and Policy on Insider Trading” provides that, subject to various requirements and restrictions, employees may purchase and sell securities for their personal accounts and for the accounts of their related persons (primarily consisting of immediate family members and certain related entities). The Code is designed to ensure that employees place the interest of clients first, and that they comply with all applicable federal securities laws and rules.

The Code requires that employees obtain prior approval from the firm’s Chief Compliance Officer of all proposed securities transactions by them or their related persons, including securities offered in an initial public offering or in a private placement, such as private hedge funds and private equity funds. The Code also requires employees to report their and their related persons’ securities transactions on a quarterly basis, and their own and their related persons’ securities holdings on an annual basis.

Employees and their related persons are permitted to effect transactions in the same securities that the Adviser buys or sells for clients, but generally are required to wait until after all client trades in the security are fully executed or are withdrawn. In addition, employees and their related persons may not, without the prior approval of the firm’s Chief Compliance Officer, effect any securities transactions that have an economic effect opposite to a discretionary client transaction on the same day or that have an economic effect opposite to the portfolio holding of a client. There are also restrictions on investments in the Adviser’s competitors, suppliers and vendors.

The Code also prohibits employees from trading, either personally or on behalf of others, on material non-public information or communicating material non-public information to others in violation of applicable laws.

We will provide a copy of our Code of Ethics and Policy on Insider Trading to any client or prospective client, upon request. Please contact Mr. Michael Pietzak at (212) 218-5322.

B. Client Trades in Securities in which there is a Material Personal Financial Interest

Neither the Adviser nor any of its employees recommends to clients, or buys or sells for client accounts, any securities in which the Adviser or any employee has a material financial interest. We will not be engaged as an investment adviser to advise investors as to the appropriateness of investing in the Fund. However, certain clients may invest in the Fund and we will receive compensation in our capacities as investment manager and general partner of the Fund. As noted in Item 6., "Performance Based Fees and Side-by-Side Management" above, we will have a conflict of interest, because we can potentially receive greater fees from the Fund than from accounts not having a performance-based fee structure. Also as noted above, we owe a fiduciary duty to our clients not to favor the account of one client, including the Fund, over that of another, without regard to the types and amounts of fees paid by those accounts. In light of the conflicts of interest described above, we have allocation policies and procedures in place to ensure that accounts are treated fairly.

C. Personal Investments in the Same Securities that are Bought or Sold for Clients

As described in subsection A., above, the Adviser's employees and their related persons are permitted to effect purchase or sale transactions in the same securities that the Adviser buys or sells for clients.

In fact the Adviser encourages employees to own the same securities as the Adviser buys for clients, because we believe it is important for us to invest alongside our clients. To avoid the conflicts of interest that permitting employees to do this entails, in that an employee or related person could receive a monetary benefit if they were to trade ahead of clients and clients could experience a monetary disadvantage in their transaction, the Adviser generally requires employees and their related persons to wait until after all client trades in the security are fully executed or withdrawn before they can make their personal trades.

Item 12

BROKERAGE PRACTICES

A. Selecting Broker-Dealers for Client Transactions

The Adviser generally has the authority to select a broker-dealer to execute client transactions and to negotiate the rate of commission payable for such services. Our goal is to select a financially responsible broker-dealer that will provide the “best net execution,” which takes into consideration such factors as their ability to obtain “best execution,” the effectiveness of their transaction clearing and settlement, the degree to which the broker-dealer has been available and responsive to the firm in the past, the quality and promptness of the research and brokerage services provided (both in general and with respect to particular accounts), whether the investment in question was brought to our attention by the particular broker-dealer, and the reasonableness of the broker-dealer's compensation in relation to the foregoing. This may not be the lowest commission, but it should be generally competitive with prevailing rates.

The Adviser’s discretionary authority with respect to investment activities and brokerage placement decisions is sometimes limited by clients and therefore we may be unable to negotiate commissions or to obtain best net execution (see subparagraph 3., below). In some cases, federal and state law, including ERISA, may also limit or restrict brokerage placement.

1. Research and Other Soft Dollar Benefits

The Adviser may use broker-dealers that provide research and brokerage services to it, in accordance with Section 28(e) of the Securities Exchange Act of 1934 (“soft dollar services”). Broker-dealers do not currently charge the Adviser a separate fee for soft dollar services, instead they often require that we direct a particular level of client transactions to them. We benefit from this type of arrangement, since we do not have to produce this supplementary research or pay for this research or the offered brokerage services.

The firm’s use of soft dollar services gives the Adviser an incentive to select a broker-dealer for client transactions based on our interest in receiving the research or brokerage services, rather than on our clients’ interest in receiving most favorable execution. In addition, our use of soft dollar services may cause

clients to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits. To address these issues, in all cases, we make a good-faith determination that the commission paid is reasonable in relation to the value of the research and brokerage services provided.

We use research and brokerage services furnished by broker-dealers for the benefit of all client accounts, not necessarily just for the account from which the commissions were generated. We use our best efforts to make certain that the specific group of accounts that receives the benefits of broker-provided research will also pay the related brokerage commissions.

During 2016, we have received the following types of soft dollar services:

- reports on economic and political developments;
- portfolio strategy;
- industry and company information and opinions, and stock and bond market conditions, including market prices, news and trading information;
- economic projections;
- recommended asset allocation and portfolio structure information; and
- analyst and specialist meetings.

During 2016, we have met periodically to review the value of soft dollar services we receive from certain broker-dealers and the client trade execution they provide, to determine if we would continue to use those broker-dealers.

2. Brokerage for Client Referrals

This subsection is not applicable because we do not consider the receipt of client referrals when selecting a broker-dealer.

3. Directed Brokerage/Aggregated Orders

Certain clients with separately managed accounts may direct the Adviser to use a particular broker-dealer because they have made an arrangement to pay a separate fee to that broker-dealer instead of paying commissions on specific trades. In those cases, we may be unable to negotiate commissions or to obtain best net execution.

We generally aggregate, for block execution, multiple orders for the purchase or sale of the same security on behalf of clients, including the Fund, so long as we have reached a good-faith determination that the clients participating in the

block trade will benefit from aggregation, aggregation is consistent with our duty to seek best net execution for clients, and such aggregation is consistent with the terms of the investment advisory agreement with each client for which a trade is being executed.

Item 13

REVIEW OF ACCOUNTS

The Adviser's portfolio managers review client accounts including the Fund on an ongoing basis. In addition, client inquiries, changes in the prospects of portfolio investments and changes in the general market outlook may prompt particular reviews of client accounts.

Quarterly, we send our managed account clients a detailed written analysis of market and economic conditions and of certain purchases and sales made in their portfolio during the prior quarter, as well as the performance of their portfolio and a listing of their portfolio holdings at quarter-end.

Following the end of each fiscal year, each investor in the Fund will receive audited financial statements of the Fund for that year, as well as a statement of the investor's capital account and certain tax information for the preparation of the investor's income tax returns. Each investor will also receive an unaudited report of the investment performance of the Fund, not less frequently than quarterly.

Item 14

CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser entered into a solicitation agreement in early 2013 with an unaffiliated investment advisory firm pursuant to which that firm will identify and refer potential investors to the Adviser. If the potential investor becomes a client of the Adviser within a twelve-month period, we will pay the other firm twenty-five percent of the quarterly management fee earned and will make such written disclosures to the client as required by Rule 206(4)-3 under the Investment Advisers Act of 1940.

The Adviser does not receive an economic benefit from anyone other than a client for providing investment advice to our clients.

Item 15

CUSTODY

We do not have custody of the assets of our separately managed account clients.

The General Partner, as general partner of the Fund, and the Adviser, because of its ownership relationship to the General Partner, are deemed to have custody of the assets of the Fund. Investors in the Fund will not receive statements from the Fund's custodian with regard to portfolio holdings and transactions. Instead, the Fund is subject to an annual audit, and the audited financial statements will be distributed to each investor within 120 days of the Fund's fiscal year end. The audited financial statements will be prepared by an independent public accounting firm that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board in accordance with generally accepted accounting principles.

Item 16

INVESTMENT DISCRETION

The Adviser has discretionary authority to manage securities accounts on behalf of managed account clients. Our discretionary authority may be limited by the client's objectives and guidelines. In some cases, federal and state law, including ERISA, may also limit or restrict investment type selection. Before accepting discretionary authority to manage a client's separately managed account, the client signs an investment advisory agreement, including a limited power of attorney, in which the client confers this authority on the Adviser.

Aside from the investment limitations set forth in the Fund's offering documents, we do not permit investors in the Fund to limit our investment discretion with respect to the assets we manage.

Item 17

VOTING CLIENT SECURITIES

The Adviser generally accepts authority to vote client securities. The firm has adopted written policies and procedures regarding the exercise of this authority, which are designed to ensure that we vote proxies in a manner that is in the best interests of our client, including procedures to identify and address any potential conflicts of interest that the firm may have with respect to the voting of a particular proxy.

We address any conflicts of interest between us and our clients with respect to voting their securities by determining which of four enumerated actions the Adviser will take: (1) vote the proxy in the manner the designated voter in such a situation believes is in the client's best interest as if no conflict had been identified; (2) vote the proxy in a manner that is recommended by an independent third party; (3) promptly contact the client in writing to describe the conflict and vote the proxy in accordance with the client's instructions; or (4) in extraordinary circumstances, abstain from voting the proxy.

Clients can direct how we vote in a particular solicitation by communicating their instructions to us. They can also obtain information from us about how we voted their securities and can request a copy of our proxy voting policies and procedures. For all three of these purposes, please contact Mr. Michael Pietzak at (212) 218-5322.

Item 18

FINANCIAL INFORMATION

A. Balance Sheet

This item is not applicable because the Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

B. Financial Condition

The Adviser has no financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

C. Bankruptcy

This item is not applicable because the Adviser has never been the subject of a bankruptcy petition.