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PART 2A OF FORM ADV**

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**This brochure provides information about the qualifications and business practices of UBP Asset Management LLC (“UBPAM”). If you have any questions about the contents of this brochure, please contact us at (212) 317-6700. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

Additional information about UBPAAM is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please be advised that UBPAAM’s registration as an investment adviser with the SEC should not imply a certain level of skill or training.

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#### **Item 4 Advisory Business**

UBPAM is an investment adviser with its principal place of business in New York, New York. UBPAAM was founded in 1996 and has been registered with the SEC since 1999.

UBPAM is an indirect, wholly-owned subsidiary of Union Bancaire Privée, UBP SA ("UBP"), a private bank based in Switzerland. UBPI Holdings, Inc., a Delaware corporation and a wholly owned subsidiary of UBPA, is the sole owner of UBPAAM.

UBPAM offers investment supervisory and advisory services on a discretionary and non-discretionary basis to private investment funds, organized both in the United States (each, a "US Fund") and outside of the United States (each, a "Non-US Fund", and together with the US Funds, the "Funds"), to separate managed accounts established for one or more investors (each a "Managed Account"), and to a limited number of affiliates (each an "Affiliate" and together with the Funds, the "Clients").

UBPAM also provides certain research related services, including but not limited to access to operational due diligence reports, to a limited number of persons, including Affiliates.

The Clients are managed according to the investment objectives and policies set forth in their respective offering and/or governing documents. In certain instances, an investor in a Managed Account may be able to impose certain investment restrictions.

UBPAM does not participate in any wrap fee programs.

As of December 31, 2016, UBPAAM had approximately \$38,911,335 client assets under management. As of that date, UBPAAM managed approximately \$ 38,911,335 on a discretionary basis.

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

UBPAAM's fees are generally in line with what is reflected below, but UBPAAM reserves the right to negotiate a fee schedule that is not currently reflected below. No compensation is generally payable to UBPAAM before a service is provided.

##### **Investment Management Services to the Funds**

For investment management services to the Funds, with respect to the capital accounts held by each investor (in the case of a US Fund) or the net asset value of the shares held by each investor (in the case of a Non-US Fund), each Fund generally pays UBPAAM fees (the "Management Fee") of up to 1.5% per annum, payable quarterly in arrears, based on the value of each investor's Fund account balance at the end of each calendar quarter. In addition, in certain Funds UBPAAM and/or its affiliate, UBPAAM (GP) LLC (the "General Partner"), may receive an annual or semi-annual incentive fee or incentive allocation in an amount ranging from 5% to 10% of each investor's net profits (including realized and unrealized gains) for each six month or twelve month period ending June 30 or December 31, as applicable, which may be subject to a loss carry forward provision and/or hurdle rate. Such incentive allocations and incentive fees are in compliance with the Investment Advisers Act of 1940, as amended.

UBPAAM may enter into arrangements from time to time with certain investors, pursuant to which UBPAAM (or the General Partner) may waive, reduce or rebate the fee or fees with respect to such investors' investment in a Fund.

##### **Investment Advisory Services to Non-Discretionary Accounts**

For providing advice to certain non-discretionary Clients, UBPAAM is paid a Management Fee calculated as either a percentage of assets in the Client's non-discretionary account, which generally ranges from 0.35% to 1.50% of net assets, or a flat fee and is negotiated based on a number of factors, including the

scope of services rendered to the particular client. Unless otherwise agreed, UBPAM's fees are payable quarterly in arrears.

In connection with the Funds, Management Fees are deducted from client accounts on a quarterly basis in arrears. Incentive fees are deducted from client accounts on an annual basis in arrears and are pro rated for withdrawals at times other than a year-end.

#### Non-Investment Management Services

For non-investment management services rendered by UBPAM that are performed ancillary to its investment management services, UBPAM is paid a fee generally up to 0.20% of net assets per annum by each Client (e.g. operational due diligence). Unless otherwise agreed, UBPAM's fees are payable quarterly in arrears.

Neither UBPAM nor any of its supervised persons receives any compensation for the sale of securities or other investment products. All UBPAM compensation is as disclosed above.

#### Other

UBPAM has recommended and may in the future recommend that a Client make an investment in another Client for which the General Partner or UBPAM acts as general partner or managing member, or investment adviser, respectively. Additionally, UBPAM may direct Clients for which the General Partner or UBPAM acts as general partner or managing member, or investment adviser, respectively, to invest in underlying funds managed by affiliates of UBPAM. In all of these circumstances, UBPAM and the General Partner waive their respective Management Fee, incentive fee, incentive allocation, and any fee for non-investment management services with respect to such investment so that they do not receive double fees with respect to the same investment.

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

As described above in Item 5, UBPAM and its investment personnel provide investment management services to Clients and, in certain instances, are paid performance-based compensation by such Clients. In addition, UBPAM's investment personnel are typically compensated on a basis that includes a performance-based component.

Certain accounts managed by UBPAM may have higher asset-based fees or performance-based compensation arrangements than other accounts.

UBPAM has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements. UBPAM reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. These areas are monitored by UBPAM's Chief Compliance Officer.

### **Item 7 Types of Clients**

UBPAM provides investment advice to Clients, which are generally private investment funds and may be structured as Delaware partnerships and/or Cayman Islands corporations and separate managed accounts established for one or more investors. UBPAM also provides non-discretionary investment advice to affiliates of UBPAM with respect to funds or managed accounts managed by such affiliates.

UBPAM and the General Partner have not established a minimum dollar value to provide investment management services to a US Fund or a Non-US Fund. UBPAM and the General Partner may waive or

reduce the minimum in order to provide investment supervisory and/or advisory services to a Managed Account.

In addition, minimum initial investments for investors in the US Funds and Non-US Funds are in the range of \$1,000,000 to \$5,000,000. For certain Non-US Funds offering shares in a currency other than US Dollars, a minimum amount in such other currency has been established. UBPAM may waive any of the foregoing minimum investment requirements on a case-by-case basis.

Furthermore, in certain instances where UBPAM provides investment advisory services to non-US, non-discretionary accounts, the minimum initial investments have been established by such accounts at \$10,000. Generally, these investors must maintain a minimum investment of \$10,000.

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

The UBPAM Investment process is a blend of Top-Down and Bottom-Up analyses with risk oversight at each step. This process takes into account operational and risk constraints (e.g., liquidity, transparency, regulatory requirements, etc.)

### **Top-Down Process**

1. Macro Analysis (input)
2. Market Fundamentals (input)
3. Proprietary Technical Analysis (input)
4. Strategy Outlook (output)
5. Risk Assessment

### **Bottom-Up Process**

The manager selection process normally takes several months from the initial identification of a potential hedge fund investment until it is approved for investment. The process is undertaken on parallel paths by the Research Team and the Risk & Due Diligence Team which arrive independently at evaluations of different and sometimes overlapping aspects of each fund and portfolio fund manager.

The Quantitative Research team analyzes the prospective fund's historical performance in different stress scenarios and otherwise relevant periods to see if past performance in such periods is explained by our understanding of how the manager invests and manages risk. Another element of this quantitative analysis centers on understanding how the inclusion of the prospective manager will be expected to impact each relevant portfolio.

Once a fund is approved for investment by our Manager Selection Committee, the Portfolio Management Team is responsible for determining its appropriateness for each portfolio as well as the desired weight of the investment and each other holding in each portfolio, taking into account the results of our investment process together with each Fund's guidelines and investment restrictions.

## **Allocation Process**

UBPAM's Allocation Process is derived by the outputs of the two prior processes (i.e. Top-Down and Bottom-Up). The Top-Down Process results in the UBPA M Top-Down View. The Bottom-Up Process gives portfolio managers the list of hedge funds in which the Research and Risk Teams have the highest conviction, in the shape of the Ranked Approved List. Portfolio managers then combine the result of these two processes in order to build portfolios.

During the Allocation Meeting, each portfolio is reviewed from four perspectives:

1. Investment Policy and Compliance
2. Portfolio Historical Performance
3. Current Risk Profile
4. Future View of Portfolio Allocation

Assuming the review from these perspectives have produced an allocation that is expected to deliver risk-adjusted performance consistent with the portfolio's objectives, the proposed allocation is approved and otherwise adjusted and reviewed until it is the case.

An investment in a Fund is speculative and involves a high degree of risk. An investor could lose all or a substantial portion of its investment. Opportunities for redemption and transferability of interests and shares are restricted, so an investor may not have access to capital when it is requested. There is no secondary market for the interests or shares of the Fund and none is expected to develop. For more detailed information on the risks associated with the investment strategies, methods and analyses and with the types of securities invested in or recommended, please refer to the specific offering memoranda of the relevant Fund.

## **Item 9 Disciplinary Information**

Not applicable.

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

Neither UBPA M nor its management persons are registered as a broker-dealer.

On November 29, 2012, the CFTC issued an order authorizing commodity pool operators of "fund of funds" to request "no action" relief to delay the registration of such CPOs with the CFTC until such time as specified in the CFTC letter. UBPA M filed such a letter and requested such "no action" relief from CPO registration. UBPA M intends to file as a CPO if required by the CFTC.

UBPA M is an indirect, wholly-owned subsidiary of UBP, a private bank based in Switzerland. UBP may make loans to Clients in accordance with such Clients' governing documents. Any such loans will be made at an interest rate and on terms consistent with third-party loans of similar types at the time such loans are made.

Certain affiliates of UBPA M may act as an investment adviser or sub-adviser to certain funds and/or accounts, including Clients.

One or more non-US affiliates of UBPA M may from time to time enter into an arrangement with a hedge

fund (or the manager of a hedge fund) whereunder such affiliate may generally receive a referral fee for referring a non-US client to such hedge fund. However, if UBPAAM invests any assets of a Client in a hedge fund, with which an affiliate otherwise has a referral fee arrangement, no such referral fee will be received by such affiliate or any other person on a Client's investment.

From time to time, UBPAAM may seek to execute transactions between Client accounts (including rebalancing trades between client accounts). Under certain circumstances, transactions between Client accounts should be treated as limited capacity transactions. Transactions between Client accounts are not permitted if they would constitute principal trades or trades for which UBPAAM or its affiliates are compensated as brokers unless client consent has been obtained. In addition, such trades are generally prohibited by ERISA and will not be conducted with an ERISA account (including a private investment vehicle that has substantial benefit plan investors and is subject to ERISA) unless it has been determined that an exemption is available. The CCO will be responsible for monitoring transactions between Client accounts to determine that such transactions are not principal transactions and that adequate disclosure has been provided to Clients.

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

UBPAAM has adopted a Code of Ethics that sets forth the standards of conduct expected of employees. All employees including management are required to comply with the provisions of the Code of Ethics.

In addition, the Code of Ethics requires all employees including management to comply with certain rules designed to protect against Insider Trading. Pursuant to the Code of Ethics, upon commencement of employment, UBPAAM's employees are required to provide an initial holdings report disclosing all personal brokerage accounts, private placements, and investments of limited opportunity (e.g. "hedge funds"). In addition, employees must provide a personal trading report to the Compliance department within 30 days after the end of each calendar quarter. This report must include every securities transaction (excluding transactions effected in any account over which neither UBPAAM nor the employee has any direct influence or control, and transactions in securities that are direct obligations of the Government of the United States, bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements, or shares issued by registered open-end investment companies) in which the employee, the employee's family or trusts of which the employee is a trustee or in which the employee has a beneficial interest have participated during the quarter. In addition, employees are required to instruct their brokers to send to the attention of the Compliance Department duplicate brokerage confirmations of any and all securities trades and duplicate account statements, generally, through the Schwab Compliance Technologies web based compliance system.

Certain personal trades must be pre-cleared by the Chief Compliance Officer, as referenced above, and such pre-clearance will apply to initial public offerings and private placements, as further described in UBPAAM's Code of Ethics. Each employee is also required to provide an annual report of brokerage accounts and holdings along with an acknowledgement at least annually that the employee will comply with the provisions of the Code of Ethics.

UBPAAM's related persons may from time to time invest in underlying funds in which the Client invests. If so, prior to making such investment or any withdrawal, a related person is required to disclose his or her intent to make such investment or withdrawal, as applicable, to UBPAAM's Chief Compliance Officer for review and approval as provided for in UBPAAM's Code of Ethics.

UBPAAM is required to keep copies of the Code of Ethics and all records relating thereto. Clients or prospective clients may obtain a copy of the Code of Ethics by contacting UBPAAM's Chief Compliance Officer at (212) 317-6700.

UBPAM has recommended and may in the future recommend that a Client make an investment in another Client for which the General Partner or UBPAM acts as general partner or managing member, or investment adviser, respectively. Additionally, UBPAM may direct Clients for which the General Partner or UBPAM acts as general partner or managing member, or investment adviser, respectively, to invest in underlying funds managed by affiliates of UBPAM. This presents a conflict of interest to UBPAM as it may result in its receipt of additional fees. To address this conflict, UBPAM and the General Partner waive their respective Management Fee, incentive fee, incentive allocation, and any fee for non-investment management services so that they do not receive double fees with respect to the same investment.

## **Item 12 Brokerage Practices**

Given that UBPAM generally provides investment advice with respect to “fund of funds” portfolios, UBPAM rarely purchases or sells exchange traded or over the counter securities on behalf of its Clients. UBPAM, however, is authorized to make such direct investments on behalf of certain Clients and, therefore, in such very limited circumstances, may select the broker or dealer to enter into certain types of securities transactions for the benefit of such Clients. Although not anticipated, in limited circumstances if as a result of a withdrawal from an underlying fund a Client were to receive securities (other than securities of underlying funds) as a distribution in kind, UBPAM may also have to select a broker to effect on behalf of such Client the sale of such security.

In selecting broker-dealers to execute direct securities transactions, UBPAM need not solicit competitive bids and does not have an obligation to seek the lowest commission cost. Pursuant to such authority, as a general matter in executing portfolio transactions, UBPAM may employ or deal with such brokers or dealers as may, in UBPAM's best judgment, provide prompt and effective execution of the transactions at favorable security prices and reasonable commission rates. In making any such determination, UBPAM may consider a number of factors, including, without limitation, the price (including the applicable brokerage commission or dealer spread), size of the order, nature of the market for the security, timing of the transaction, the financial strength and stability of the broker, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block or other complicating factors are involved, and the availability of the broker to stand ready to execute possible difficult transactions in the future.

In particular, if UBPAM were to effect a transaction, UBPAM is authorized to select a broker or brokers who, in recognition of commissions received, are willing to provide brokerage, research and other related services, even though the particular Client may not, in any particular instance, be the direct or indirect beneficiary of the research or other services provided and even though the broker or brokers willing to provide such research and other services may not be the broker or brokers which would charge the lowest commission in effecting transactions for the Client. This determination may be made by UBPAM either as to the particular transaction or as to all Clients with respect to which UBPAM exercises investment discretion. Except for investments made directly in securities (other than securities of underlying funds) by the Clients and to the extent of any in-kind distributions where UBPAM is generally authorized to determine the broker or dealer to be used for each such securities transaction without the consent of Clients, as described in the preceding sentence, UBPAM has no control over the selection of brokers by the underlying funds.

UBPAM does not have “soft dollar” arrangements in place and does not intend to enter into formal “soft dollar” arrangements in respect of Client accounts that make direct investments in the future, but may accept research and other services falling inside the safe harbor provided under Section 28(e).

UBPAM does not select brokers based on whether the broker refers clients to UBPAM.

UBPAM does not have directed brokerage arrangements with any Client.

In the event that UBPAM were to place direct securities trades on behalf of Clients, UBPAM may aggregate orders for its Client accounts for trade execution with the same broker. When trades are



aggregated, each participating account will be allocated securities on an average price basis. UBPAAM has adopted an internal trade allocation and aggregation policy.

### **Item 13 Review of Accounts**

UBPAAM's investment personnel will review and monitor each Client portfolio to determine, among other things, whether the portfolio is appropriately positioned and whether investment objectives and policies are being followed. UBPAAM's investment professionals meet periodically to review the portfolios of each Client and discuss different aspects of each investment.

Significant market events affecting an underlying fund may trigger the review of the Funds or Managed Accounts invested with such underlying fund on other than a periodic basis.

Investors in the Funds will receive monthly or quarterly commentaries and/or reports containing, among other things, the value of their Fund interests. Additionally, all such investors will be provided, on an annual basis, with audited financial statements. Investors in Managed Accounts generally receive reports on a monthly basis.

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

UBPAAM does not receive economic benefits from a non-Client for providing services to Clients.

UBPAAM has entered into written agreements with certain third parties to refer investors to the Funds. Pursuant to such written agreements, the Funds may be included in such third parties' distribution platforms. UBPAAM or its affiliates pay such third parties a cash fee for the referral of Fund investors. UBPAAM and/or the General Partner may, in their sole discretion, reduce, waive or rebate to an investor all or part of their respective Management Fee, incentive fee or incentive allocation or may pay a portion of such fees to third parties, including other investors in the Clients, for assisting in the placement of interests in such Clients.

### **Item 15 Custody**

UBPAAM is deemed to have custody of the assets of (i) its US Funds as a result of UBPAAM (GP) LLC, its affiliate, acting as general partner to the US Funds, and (ii) its Non-US Funds as a majority of the Non-US Funds' directors are affiliated with UBPAAM. Fund investors will receive quarterly account statements sent by the Funds' administrators. Investors in the Funds should carefully review these statements.

UBPAAM will maintain the cash assets and directly invested securities of the Funds in custodial accounts with a "qualified custodian" pursuant to Rule 206(4)-2 under the Advisers Act. Further, UBPAAM reasonably believes that all investors in each Fund will be provided with GAAP compliant audited financial statements for such Fund within 180 days of the end of the applicable Fund's fiscal year. Investors should also carefully review the audited financial statements.

### **Item 16 Investment Discretion**

UBPAAM serves as the investment adviser to Clients and the General Partner serves as the general partner or managing member to the US Funds. With respect to each Client, UBPAAM has the authority (directly with respect to the Non-US Funds and indirectly through delegation of such authority by the General Partner in the case of the US Funds) to determine when to invest or withdraw from an underlying fund and the amount of such investment or withdrawal without the consent from investors, all pursuant to the terms of such Client's governing and offering documents. UBPAAM is authorized to determine the broker to be used or the commissions to be paid to such brokers without the consent from investors in the event UBPAAM invests Client assets directly in portfolio securities. Also, and although not anticipated, if in

the event a Client advised by UBPAM (or the General Partner) were to receive securities as an in-kind distribution in satisfaction of a total or partial redemption from an underlying fund, UBPAM would have the authority to select a broker to effect the sale of such security without consent from investors.

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

UBPAM has adopted and implemented proxy voting policies and procedures that are designed to ensure that UBPAM votes proxies with respect to Client securities in the best interests of its Clients in accordance with Rule 206(4)-6. UBPAM does not anticipate owning any publicly traded equity securities granting UBPAM or the Clients the right to vote proxies. However, UBPAM does from time-to-time exercise voting authority with respect to underlying hedge fund interests. In such circumstances, UBPAM acts in accordance with certain policies and procedures which are reasonably designed to ensure that such voting authority is exercised in the best interest of the Clients, after taking into consideration all relevant facts and circumstances at the time such voting authority is being exercised and in accordance with UBPAM's fiduciary duties and applicable rules and regulations. Pursuant to its policies and procedures UBPAM would identify and address conflicts of interest between UBPAM and its Clients. If a material conflict of interest were to exist, UBPAM would determine whether voting in accordance with existing policies is in the best interests of the Client or take some other appropriate action. UBPAM would generally vote in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated) and selection of auditors. Generally, for other proposals submitted by underlying funds, UBPAM would vote in accordance with the recommendation of management of an underlying fund unless such vote would serve to, among other things, increase fees or decrease liquidity to investors, or not be in the best interests of the Client.

Clients may obtain a copy of UBPAM's proxy voting policies and procedures and information about how UBPAM voted a Client's proxies in the past by contacting UBPAM's Chief Compliance Officer at 212-317-6700.

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

This Item is not applicable.

**Appendix.**

**Item 2 Material Changes**

No material changes.