

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

Capco Asset Management, LLC
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Date of Brochure: 6/12/2017

Capco is the General Partner of Capco Partners, Ltd.

This brochure provides information about the qualifications and business practices of Capco Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at 813-805-0777. 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 Capco Asset Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Capco Asset Management, LLC is a registered investment advisor. Registration does not imply a certain level of skill or training.

In completing this form, Capco has made every effort to fully comply with the instructions that its answers provide both full disclosure but also be concise and direct. We have done our best to answer each item in a way that addresses both objectives. However, clients and prospective clients should contact us with any questions whatsoever about this material.

Item 2 Material Changes

This Item only discusses those changes since this form was last updated for March 15, 2017 that we identified as changes that might be deemed to be material:

- (1) Updated assets under management.

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Item 4 Advisory Business

Capco was formed in December, 2002. Its principal owners are Will Harrell and Chris Harrell. A minority ownership interest is held by Paul Lind, a Member of the firm. A minority ownership interest is also held by an investor that is not actively involved in managing the firm. Capco provides discretionary investment management to individuals and entities through (1) separate, client-owned accounts and (2) Capco Partners, Ltd., an investment limited partnership of which Capco Asset Management is the General Partner. Capco primarily makes concentrated investments in public equities on the basis of business quality, management quality and price. Capco's investment philosophy is discussed at greater length in its Statement of Investment Philosophy, which is available upon request. It is also articulated from time to time in quarterly letters to clients, which are available upon appropriate inquiry. See also Item 8.

We generally do not tailor our services to the individual needs of clients (though from time to time there may be differences in the circumstances or handling of particular individual accounts, such as cash flows or position weights). Our clients generally do not impose restrictions on our investing. Clients are responsible for determining the portion of their investable assets to allocate to Capco's management.

Capco does not participate in wrap fee programs.

As of 5/31/17, Capco's assets under management were approximately \$ 143.3 million. The amount it managed on a discretionary basis was approximately \$ 142.5 million, and the amount it managed on a non-discretionary basis was approximately \$ 0.8 million.

Item 5 Fees and Compensation

Fees for separate accounts are 1.5% of assets under management per year, billed and deducted from assets, one twelfth per month in arrears.

Fees for the partnership will be, at each limited partner's election, either (1) 1.5% of assets under management, per year, billed and deducted from assets, approximately one-twelfth per month in arrears, *or* (2) an incentive reallocation of 20% of that partner's profits subject to a high water mark, determined monthly, also deducted from assets.

Fees are not negotiable.

For Separate Accounts, a client may terminate the investment advisory contract at any time in writing. Fees will be pro-rated for the time the account was managed.

For the partnership, a limited partner may withdraw funds at any quarter end upon 30 days prior written notice. Withdrawals may be made at other times at the discretion of the General Partner.

Clients will also pay other expenses, including trading commissions (see Item 12), and in the partnership will bear certain expenses related to the existence and operation of the partnership. To the extent that assets are invested in other vehicles like money market funds, mutual funds, ETFs or other entities, they will bear any fees and costs associated with those entities. The account custodian may also charge certain fees from time to time.

Capco does not require clients to pay fees in advance, nor is this offered as an option. Capco has one custodial account that pays fees three months in advance. In the event this relationship was terminated before the end of the billing period, a *pro rata* refund would be offered.

Neither Capco nor its employees are compensated by third parties (such as mutual funds) for selling their investment products. Nor do they accept soft dollars from brokers.

Item 6 Performance-Based Fees and Side-By-Side Management

Capco accepts performance fees. As discussed above, the partnership offers clients a choice between either a fee of 1.5% of assets or 20% of profits. Form ADV instructions require disclosure that this may give rise to a conflict of interest for the manager. However, it should be noted that investors in the partnership are investors in a single pool of capital, regardless of which fee they elect. Therefore, the advisor has no ability to manage the interests of different partners differently on the basis of their fee election, and in any given period both fee elections will have the same gross performance (before fees).

Incentive fees within the partnership may give rise to a conflict of interest in that they may create an incentive to favor the partnership over the separate accounts. We address this potential conflict by not favoring the partnership; by personally investing money in both Capco Partners, Ltd and in separate accounts; by investing in similar positions and weights in both the partnership and the separate accounts; and by not allocating trades among the partnership and the separate accounts based on the potential for incentive fees. Incentive fees have historically been chosen by a minority of clients, and represent a very small percentage of our assets under management.

The option to choose performance-based fees is restricted by law to clients who meet certain legal requirements, specifically to “qualified clients” under 17 CFR 275.205-3.

Item 7 **Types of Clients**

Capco's clients include individuals, partnerships and trusts, including other investment partnerships. Other types of entities would also be accepted if they were otherwise a good fit for our approach. The minimum investment relationship has generally been \$250,000, but Capco has the discretion to require a higher or lower minimum. There are a number of subjective factors that Capco may also take into account in determining whether to accept a relationship, such as the relationship with the potential client, the complexity of the account, or other matters.

Capco manages IRA accounts, and from time to time may give advice about rolling over into an IRA assets that are in an employer's retirement plan or other qualified retirement account. The Department of Labor has enacted rules regarding the potential for conflicts of interest in this situation. The conflict arises because an investment adviser has or may have an interest in seeing such assets moved from an account that pays it no fees, to an account that does pay it fees, and this may affect his recommendations, rather than solely the best interests of the client. While it is not subject to the DOL's regulations on this matter, it is fair to say that this conflict is also present with respect to non-retirement accounts. The existing retirement plan may have fees that are lower than Capco's, may offer more or different investment options, may offer a different mix of risks and returns, may be subject to different rules than an IRA (such as 401k loans or liability protection), and may offer other services or options Capco does not.

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

Investing in securities involves risk of loss that clients should be prepared to bear. We primarily invest in public equities, and we concentrate our investments in a small number of positions. While we primarily invest in public equities, we consider our investment charter to be very broad, and are willing to invest in other types of instruments as well. In addition to public equities (both exchange-listed and over the counter), we would consider investments in foreign issuers, corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual fund shares, exchange traded funds, money market funds, US government securities, investments in other partnerships or real estate, and other means or instruments. The substance of an investment is more important to us than the form.

Our investment strategies include both long term purchases and short term purchases. In the partnership, we may also engage in short sales and use margin. While we have not historically invested in private investments or in options, warrants, futures contracts or similar instruments, we are not prohibited from doing so and would consider it under appropriate circumstances. Before any change in this policy we would provide appropriate prior notice to our clients.

The prices of our investments will fluctuate, sometimes dramatically, and it is possible to lose 100% of one's investment. Our investments are exposed to risks specific to each company, more general risks from the economic and financial environment, market price volatility, and the risk that we may make mistakes in our own underwriting. The risks are significant. Our investments may also under-perform the market, and may do so frequently or for long periods.

Our methods of security analysis are primarily fundamental. We focus on the quality of the business, the quality of the management and key owners, and on valuation. We rely on a wide variety of information sources, including SEC filings, company press releases, presentations and conference calls, direct discussions with management, inspection of corporate activities and conversations with employees, site visits, investigation of suppliers, customers and competitors, books, financial newspapers and magazines, trade journals, information learned from other businesspeople operating in the same or related industries, historical databases of financial information, news and other information, and so on.

Capco's principals have prepared a Statement of Investment Philosophy which describes Capco's approach to investing in greater detail. We strongly recommend all clients read and consider it carefully. We have also written quarterly letters to clients that further discuss our philosophy and how we have implemented it, and these are available upon reasonable inquiry. We are also willing to discuss our philosophy, approach and history in great detail.

Item 9 Disciplinary Information

None.

Item 10 Other Financial Industry Activities and Affiliations

Neither Capco nor any of its management persons are registered, or have an application pending to register, (a) as a broker-dealer or a registered representative thereof; or (b) as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person thereof.

Capco does not receive compensation for recommending or selecting other investment advisers.

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

Capco is not an SEC-registered adviser. It expects to submit an application to register soon, based on its current assets under management. Capco maintains a Code of Ethics, and a copy is available to clients upon request. In general, our Code of Ethics focuses on our desire to be good partners to our clients.

In this item, the instructions note that conflicts of interest can arise when (A) an adviser selects investments in which it has a material financial interest; (B) an adviser makes the same investments as clients; and (C) an adviser invests at the same time as clients.

- (A) Being the General Partner of an investment partnership is specifically identified as one such conflict, and Capco is the General Partner of Capco Partners, Ltd. The conflict that creates is that Capco benefits from the fees its clients pay for its services (it similarly benefits when separate account clients pay fees, though this is not specifically identified by the instructions as a conflict). Capco therefore has an incentive to market its services, to present them in the best light possible and to work to grow its assets under management, potentially at the expense of performing work for existing clients. Prospective clients should therefore take this into account and perform their own due diligence before making an investment.

Capco seeks to mitigate this potential conflict, which would seem to be inherent to the business of investment management (and most businesses), by (among other things) (a) refusing to accept payments from service providers (such as soft dollars from commissions, or 12b-1 fees from mutual funds); (b) not paying for referrals; (c) not charging clients for the act of investing (such as by charging a load), but only for services as provided; and (d) eating our own cooking: Capco's principals invest alongside clients, and do not invest elsewhere.

- (B) The practice of making the same investments as one's clients is identified by the instructions as a potential conflict. It is our view that this actually aligns the interests of managers and clients. This is not something we seek to mitigate. We believe principals and clients should share the same risks.
- (C) The practice of making investments at the same time as one's clients is identified by the instructions as a potential conflict. It is our view that this actually aligns the interests of

managers and clients. This is not something we seek to mitigate. The timing of purchases and sales is generally the same for both managers and clients. From time to time there may be small distinctions arising from the allocation of partially filled orders or other reasons, but these are minor, and in any event the reasons for such variances are not dependent on who owns a given account.

Item 12 Brokerage Practices

Capco Asset Management utilizes a custodial broker for administering its client's separate accounts and the partnership. The selection of a custodian is based on the quality of support services, the competitiveness of pricing and the long-standing, very satisfactory relationship with our present custodian. Capco does not accept soft dollars.

Although we have not done so for many years, Capco Asset Management may also execute trades through other brokers. The use of other brokers is based on (1) the ability to attend unique conferences hosted by that broker at which companies in which Capco has or may invest are presenting and their management teams are available for meetings; (2) better execution or pricing in the trading of certain securities; (3) competitiveness of pricing, relative to other brokers providing similar services. In order to accomplish the first two objectives, Capco may at times pay higher commissions than might be available through its custodial broker. Capco believes that all clients benefit from its access to the special services provided by these brokers.

The instructions require certain disclosures to the extent Capco is deemed to be the beneficiary of any such benefits. This might apply to broker-hosted conferences at which companies present. To the extent Capco receives this as a benefit of clients paying higher commissions, Capco does not bear the expense of such conferences. Paying directly for such conferences is usually not an option (in part because of the widespread use of soft dollars), and Capco could not otherwise replicate them on its own. Capco's purpose is to advance its research, not to shift costs to clients. Nonetheless, Capco may have an incentive to use a broker based on its interest in attending such conferences.

Capco does not compensate brokers for client referrals, and does not select brokers based on client referrals.

Capco does not recommend, require, or permit clients to direct us to execute through a specific broker-dealer.

All our custodial accounts are at Fidelity (we do not understand this to be an example of directed brokerage, but the accounts we manage do execute trades through Fidelity). We generally aggregate orders when we have the opportunity to do so in order to achieve better execution and more efficient trading and administration.

Item 13 Review of Accounts

Chris, Will and Paul all periodically review client accounts. Reviews take various forms, and may be more frequent for new accounts or when there are cash flows or trading activity, but generally occur at least monthly.

We provide written quarterly reports to clients. These reports have evolved somewhat over time, and will likely continue to do so, but generally provide the portfolio holdings, performance and financial results. We also write quarterly letters to clients which have no set format but which generally discuss portfolio activity, performance, our investment philosophy, the economic environment and/ or other matters.

On an annual basis, limited partners also receive tax forms and audited financial statements. On a monthly basis, separate account clients receive custodial statements from Fidelity. Separate accounts also receive trade confirmations from Fidelity.

Item 14 Client Referrals and Other Compensation

We do not compensate anyone for client referrals. We are not paid by any third parties for providing investment services to our clients.

Item 15 Custody

Separate accounts managed by Capco are held by a qualified custodian, Fidelity Investments. On a monthly basis, Fidelity sends statements directly to such clients. Clients should carefully review those statements. Separate account clients will also receive quarterly statements from Capco, and clients are urged to compare the account statements they receive from Fidelity with those they receive from Capco.

Investors in the partnership do not receive statements directly from a qualified custodian, and are therefore dependent on Capco's reporting and the audited financial statements and tax returns.

Capco may be deemed to have custody of client assets under Rule 275.206(4)-2 as a result of its role as general partner of the partnership and the arrangements under which it deducts fees from client accounts. Capco follows all applicable SEC rules, including having the partnership audited annually by an auditor registered with the PCAOB, and distributing the audited financial statements to all limited partners. Fee payments are reflected on client account statements, and for separate accounts, on the statements provided by the custodian.

Item 16 Investment Discretion

We have investment discretion over accounts we manage. We do not customarily accept client limitations on this authority. This discretion includes determinations whether and when to buy or sell securities, the amount to be bought or sold, and the broker or dealer to be used. This discretion is granted by the forms required by Fidelity for opening separate accounts, and (for the partnership) by the partnership documents.

Except as agreed with a particular client, Capco generally does not consider individual client liquidity needs, risk tolerance, investment objectives or diversification in managing the partnership or client accounts. Clients and limited partners are therefore responsible for determining the appropriate amount of their investable assets to allocate for investment under Capco's management.

Item 17 Voting Client Securities

In separate accounts, clients choose whether to vote securities themselves or delegate that to Capco. If they retain the right to vote, they receive proxies and other solicitations directly from the custodian, and such clients are free to contact us with questions about any particular solicitation. Historically, few clients have chosen to retain voting authority. In the partnership, Capco votes the securities.

Capco's policy is to vote in the interests of security holders, which include its clients, the partnership and its principals, in the interest of maximizing shareholder value. We are not aware of any conflicts. Clients may obtain information about how securities have been voted in the past by requesting it. A copy of Capco's written policy on this issue is available upon request.

Item 18 Financial Information

We do not require or solicit prepayment of client fees. We are not aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. We have not been the subject of any bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

Capco's principals are:

Christopher J Harrell - Born 1970. Florida State University, BS Finance 1992, Chartered Financial Analyst, 1999. Principal, Capco Asset Management, LLC 2004-present. Equity Research Analyst, Timucuan Asset Management 2000-2004, Verity Investment Management 1998-2000, Barnett Capital Advisors 1997-1998. Financial Analyst and Internal Auditor, Barnett Bank 1992-1997.

William H Harrell, Jr - Born 1968. Duke University BA 1989, Duke Law School JD 1992, University of Florida MBA 2004. Principal, Capco Asset Management, LLC 2002-present. Trenam Kemker (Associate 1992-1999, Partner 1999-2002).

Paul Lind – Born 1967. University of Rhode Island 1989. Capco Asset Management 2015 – Present. SunGard 2000 – 2015. Verity Asset Management 1998 – 2000. Merrill Lynch 1997 – 1998. Corbel 1995 – 1997. Fidelity Investments 1989 – 1995.

Capco is not actively engaged in any business other than investment management.

Performance-based compensation may create an incentive for an adviser to recommend an investment that may carry a higher degree of risk to the client, as discussed above in Item 6. Performance fees are calculated as a percentage of gains, subject to a high water mark.

Part 2B of Form ADV: Brochure Supplement

Item 1 Cover Page

William H Harrell, Jr.
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Date of Brochure Supplement: 6/12/17

This brochure supplement provides information about Will Harrell that supplements the Capco Asset Management brochure. You should have received a copy of that brochure. Please contact Will or Chris Harrell at the address or phone number above if you did not receive Capco's brochure, or if you have any questions about the contents of this supplement. Additional information about Will Harrell is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

William H Harrell, Jr. - Born 1968. Duke University BA 1989, Duke Law School JD 1992, University of Florida MBA 2004. Principal, Capco Asset Management, LLC 2002-present. Trenam Kemker (Associate 1992-1999, Partner 1999-2002).

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

Will is not actively engaged in any investment related business or occupation other than Capco, and is not registered, or applying to register, as a broker-dealer (or registered representative thereof), as a futures commission merchant, as a commodity pool operator, as a commodity trading advisor (or associated person thereof).

Will is not actively engaged in any other business or occupation for compensation that provides a substantial source of his income or involves a substantial amount of his time. Will is licensed to practice law in Florida, and could choose to do so, for compensation or not, at any time.

Item 5 Additional Compensation

Will does not receive additional compensation from any non-client for providing advisory services to clients. All compensation for his investment advisory work comes from Capco, including income which he derives as an owner of Capco.

Item 6 Supervision

As the firm's only two principals, there is no supervision above either Chris or Will.

Item 7 Requirements for State-Registered Advisers

None.

Part 2B of Form ADV: Brochure Supplement

Item 1 Cover Page

Christopher J Harrell, CFA
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Date of Brochure Supplement: 6/12/17

This brochure supplement provides information about Chris Harrell that supplements the Capco Asset Management brochure. You should have received a copy of that brochure. Please contact Will or Chris Harrell at the address or phone number above if you did not receive Capco's brochure, or if you have any questions about the contents of this supplement. Additional information about Chris Harrell is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Christopher J Harrell - Born 1970. Florida State University, BS Finance 1992, Chartered Financial Analyst, 1999. Principal, Capco Asset Management, LLC 2004-present. Equity Research Analyst, Timucuan Asset Management 2000-2004, Verity Investment Management 1998-2000, Barnett Capital Advisors 1997-1998. Financial Analyst and Internal Auditor, Barnett Bank 1992-1997.

Chris is a CFA Charterholder. The Chartered Financial Analyst designation signifies the completion of a series of three exams, a minimum level of work experience and a commitment to certain ethical and professional standards.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

Chris is not actively engaged in any investment related business or occupation other than Capco, and is not registered, or applying to register, as a broker-dealer (or registered representative thereof), as a futures commission merchant, as a commodity pool operator, as a commodity trading advisor (or associated person thereof).

Chris is not actively engaged in any other business or occupation for compensation that provides a substantial source of his income or involves a substantial amount of his time.

Item 5 Additional Compensation

Chris does not receive additional compensation from any non-client for providing advisory services to clients. All compensation for his investment advisory work comes from Capco, including income which he derives as an owner of Capco.

Item 6 Supervision

As the firm's only two principals, there is no supervision above either Chris or Will.

Item 7 Requirements for State-Registered Advisers

None.

Part 2B of Form ADV: Brochure Supplement

Item 1 Cover Page

Paul Lind
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Date of Brochure Supplement: 6/12/17

This brochure supplement provides information about Paul Lind that supplements the Capco Asset Management brochure. You should have received a copy of that brochure. Please contact Will or Chris Harrell at the address or phone number above if you did not receive Capco's brochure, or if you have any questions about the contents of this supplement. Additional information about Paul Lind is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Paul Lind – Born 1967. University of Rhode Island 1989. Capco Asset Management 2015 – Present. SunGard 2000 – 2015. Verity Asset Management 1998 – 2000. Merrill Lynch 1997 – 1998. Corbel 1995 – 1997. Fidelity Investments 1989 – 1995.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

Paul is not actively engaged in any investment related business or occupation other than Capco, and is not registered, or applying to register, as a broker-dealer (or registered representative thereof), as a futures commission merchant, as a commodity pool operator, as a commodity trading advisor (or associated person thereof).

Paul is not actively engaged in any other business or occupation for compensation that provides a substantial source of his income or involves a substantial amount of his time.

Item 5 Additional Compensation

Paul does not receive additional compensation from any non-client for providing advisory services to clients. All compensation for his investment advisory work comes from Capco, including income which he derives as an owner of Capco.

Item 6 Supervision

As a partner in the firm, Paul is supervised by Chris and Will.

Item 7 Requirements for State-Registered Advisers

None.