

**Item 1. Cover Page**

**FORM ADV PART 2A  
DISCLOSURE BROCHURE**

March 26, 2019

**Arcis Capital Investment Advisors LLC**

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New York, New York 10018

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*This brochure provides information about the qualifications and business practices of Arcis Capital Investment Advisors LLC ("the Firm"). If you have any question about the contents of this brochure, please contact us at (212) 634-7173. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Advisors is registered as an investment adviser with the SEC. Registration with the SEC simply means that the Firm is authorized to provide investment advisory services and does not imply a certain level of skill or training.*

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

## **Item 2. Material Changes**

There have been no material changes to our Brochure since our last annual amendment filed March 29, 2018.

You may request a copy of our current Brochure at any time, which will be provided to you free of charge by contacting our Compliance Department at the number listed on the cover page of this Brochure.

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## **Item 4. Advisory Business**

Arcis Capital Investment Advisors LLC (the “Firm”) was formed under the laws of the State of Delaware on December 7, 2016. The Firm's principal owner is Afzal M. Tarar.

The Firm provides discretionary investment management services to ArcisCap-Celebration Pointe Investment (B.V.I.) Limited a private pooled investment vehicle (“ArcisCap Celebration”). ArcisCap Celebration provides financing to and retains a profit ownership interest in a 125-acre mixed-use real estate development project in Gainesville, Florida.

The Firm also provides discretionary investment management services to Arcis Broadway Productions LLC, (“Arcis Broadway”) a private pooled investment vehicle which makes investments in Broadway, Broadway-intended, Las Vegas, international and US touring theatrical and entertainment productions.

Collectively, ArcisCap Celebration and Arcis Broadway are referred to in this Brochure as “the Funds”.

The Firm tailors its advice to the individual needs of the Funds and manages the assets on a discretionary basis, in accordance with the terms of the Funds’ governing fund documents.

Interests in the Funds are not registered under the Securities Act of 1933, as amended (“Securities Act of 1933”), and the Funds are not registered under the Investment Company Act of 1940, as amended (“Investment Company Act”). Accordingly, interests in the Funds are offered to investors satisfying the Fund’s eligibility and suitability requirements.

As of December 31, 2018, the Firm managed approximately \$70,300,000 in client assets on a discretionary basis.

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

### **Management Fee from the Funds**

The Firm will enter into Fund Management Agreements with the Funds. Pursuant to each of those Fund Management Agreements, the Funds will pay, depending on the particular Fund a management fee based either on invested capital or net asset value. For more details regarding the Fund Management Agreements, please refer to the Fund Management Agreements for the specific Fund.

Management fees earned by the Firm for ArcisCap Celebration are 0.15% per year on invested capital in ArcisCap Celebration and are paid quarterly in arrears. The Firm's affiliate (Arcis Capital Advisors II LLC, the manager of ArcisCap Celebration or "ACA II") earns a management fee of 2.5% out of which the Firm's 0.15% fee is paid. For more details regarding the fee, please refer to the ArcisCap Celebration organization documents. Fees are not negotiable.

Management fees earned by the Firm for Arcis Broadway are 0.20% per year based on net asset value of the Arcis Broadway and are paid quarterly in arrears. The Firm's affiliate (AMC Advisors LLC, the managing member of Arcis Broadway) earns a management fee of 2%. For more details regarding the fee, please refer to the Arcis Broadway organization documents. Fees are not negotiable.

### **Carried Interest**

Affiliated entities of the Firm may also earn a profit interest in the underlying investments of the Funds, in accordance with the provisions of the Funds' governing documents.

### **Other Fees**

As stated above, Firm's affiliates receive advisory fees aside from those described above for advice provided to the Funds or their investors related to the formation and/or structuring of the Funds it advises.

Detailed information regarding the fees charged to the Funds is provided in each Fund's respective governing documents. In addition to management and other profit interest, investors will indirectly bear any fees and expenses charged to the Funds. Those fees and expenses will vary, but generally include management fees and other compensation paid to outsourced services; legal, consulting and accounting fees; taxes; commissions and brokerage fees, where applicable; certain fees to government regulatory agencies; the cost of directors and officers liability insurance; due diligence costs for new investment opportunities; and other expenses allowable under the terms of the Funds' respective governing documents. Some of the fees outlined above may be payable to affiliates of the Firm (see Item 10 of this Brochure). Investors should carefully review all fees charged by the Firm, its affiliates, and others to fully understand the total amount of fees to be paid by the Funds and, indirectly, their investors.

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

The Firm does not receive performance-based fees. However, as stated above, the Firm's affiliates may receive a carried interest from the Funds or a profit interest in the underlying asset in which the Funds invest.

While the Firm currently advises the two funds, no conflict exists because ArcisCap Celebration is a closed Fund.

Please refer to the offering documents for the Funds for detailed information on such fees.

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

The Firm provides advisory services to the Funds as described in Item 4 above. The prescribed minimum investment for ArcisCap Celebration and Arcis Broadway are \$500,000 and \$50,000 respectively.

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

### **Methods of Analysis**

The Firm considers a number of factors when identifying potential investments. If the investment is in real estate and hospitality assets: the physical condition of the property, the financial and operating performance of the owners/operators, the design and architectural plans (when applicable); the comparative value of the cost of capital (debt and equity) and the optimal capital structure for the transaction; the immediate submarket and the growth prospects for the area, the amount of capital returned from operating distributions versus refinancing or sale, the impact of governmental or regulatory changes on the marketplace; the current health and future plans of existing tenants, and the accuracy of the underlying cash flows.

If the investment is in theatrical and entertainment productions: industry-recognized and award-winning producers source productions for Arcis Broadway investment consideration; AMC Advisors LLC, assisted by other recognized producers serving on the producer advisory board, narrow down the productions by their estimated returns, budget review, due diligence on the other production principals involved and consider possible additional production revenues. They then decide on the specific final production investments by the Arcis Broadway's investment portfolio, allocation strategy and individual production investment limits to overall capitalization.

### **Investment Strategies**

The Firm seeks to identify and acquire, on behalf of its clients, investments that fit within the parameters established by each Fund's organizational documents. The investments acquired by the respective Funds may include debt or equity investments in 1). Real estate and hospitality assets, 2). Theatrical and entertainment productions, and 3). High-tech and innovative ventures.

The Firm's investment process is intended to maximize a Fund's risk-adjusted returns, which is the total return cash flow and capital appreciation adjusted for the real and perceived risk of loss. The Firm seeks investments that meet the specified investment criteria and restrictions set forth in the Fund's organizational documents, and which will benefit from strategies in which the Firm and its key employees have experience: 1). Real estate and hospitality assets, 2). Theatrical and entertainment productions, and 3). High-tech and innovative ventures.

### **Material, Significant or Unusual Risks Relating to Investment Strategies & Particular Types of Investments**

An investment in any Fund involves a high degree of risk and is suitable only for those investors willing to risk losing some or all of their principal investment and who have the experience and ability to evaluate the risks and merits of an investment in a Fund. Investors should be aware that an investment's value may be volatile, and any investment involves the risk that you may lose money.

The value of the Fund's investments will vary day to day in response to many factors, including in response to adverse macros issues (political, regulatory, market or economic developments)



and unforeseen micro issues (local operating partner performance, weather, local employment, etc.). The value of an individual security or a particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.

The investments in 1). Real estate and hospitality assets, 2). Theatrical and entertainment productions, and 3). High-tech and innovative ventures are particularly sensitive to economic downturns.

The value of securities of issuers in the real estate and hospitality industry can be affected by changes in real estate values and rental income, changes in travel patterns and safety, property taxes, interest rates, tax and regulatory requirements, overbuilding, extended vacancies of properties, and the issuer's management skill.

The value of securities of issuers in the theatrical and entertainment productions can be affected by the performance of the underlying production companies, including but not limited to, critical reviews in the media, audience reviews, ability to sell enough tickets on regular basis, and changes in travel patterns and safety.

The value of securities of issuers in the high-tech and innovation ventures can be affected by the competitive strengths of the venture and sustainability of the competitive strengths, performance of the venture, including but not limited to timely achievement of milestones, market changes and technology shifts.

As a consequence, investments in these areas may be more volatile than other investments. Listed below are some of the primary risks that each client should evaluate prior to investing in the Fund:

**Investment Risk.** A Fund's investments will involve a high degree of risk, including risks associated with investing in these areas, exposure to unfavorable business and macroeconomic cycles, and other uncertainties. There can be no assurances that a Fund will achieve its investment objectives.

**Known & Unknown Risks.** Investments in these areas are subject to various known and unknown risks, including, unforeseen changes in the local, national and global economy, dynamic shifts in the geopolitical environment, the financial conditions of companies, investors and buyers; changes in the number of buyers for a specific asset type or geography; increases in the supply of product relative to demand; changes in availability and terms of third party financing; increases in interest rates, tax rates, energy prices, and other operating expenses; changes in environmental laws and regulations, zoning laws and other governmental rules and policies; volatility of cash flows that can affect debt service and overall returns; commodity and labor prices impacting the cost of construction and operations, as well as acts of God, terrorism, labor shortages, material shortages, uninsurable losses and other factors which are beyond the control of the Firm.

**Illiquidity and Pricing of Investments.** There will be times during the business cycle where there may be little or no active market for many of a Fund's investments and, therefore, a Fund may not be able to dispose of an investment when it desires to do so or may dispose of an

investment at a price that is not commensurate with the valuation assigned by a Fund to such investment.

**Availability of Suitable Investments.** There can be no assurance that suitable investments will be available for investment by a Fund.

**Dependence on Performance of Its Specialist Teams.** A Fund is dependent to a substantial degree on the continued service of members of its teams. Should all or some members of the team discontinue their services to a Fund it may materially negatively affect the performance of a Fund.

**Environmental Risks.** Environmental laws often impose responsibility for investigation and cleanup of hazardous substances and materials on the owner and operator of a site without regard to culpability. Uncertainty as to whether properties in which a Fund has invested in and its investments entities operate out of are in compliance with such laws could adversely affect the value of such investments.

**Joint Venture & Co-Investments.** Investments in joint ventures and co-investments often involve delegating significant discretion with regard to operational issues to joint venture and co-investment partners and often require the approval of the partners for major decisions. Investment partners may have tax or financial goals that are different from those of a Fund, which could cause them to act in a manner not consistent with a Fund's objectives. Investment partners may be highly dependent upon one or a limited number of individuals, the unavailability of whom may adversely affect the value of the joint venture investment.

**Distressed Debt Investments.** A Fund may invest in debt of borrowers that have defaulted or are anticipated to default. Bankruptcy and other insolvency proceedings are expensive, highly complex and may result in unpredictable outcomes. There can be no assurances that a Fund will obtain favorable results in such proceedings, or that the results would be known in a reasonable timeframe.

**Use of Leverage.** It is expected that a Fund will leverage its investments and that certain of the entities in which a Fund invests will themselves be borrowers, potentially resulting in substantial amounts of aggregate leverage relative to the underlying assets. While leverage may increase returns, it also will increase the risk of loss.

**Lack of Liquidity for Units.** Interests in a Fund will not be listed for trading on any exchange or be transferable without the consent of the General Partner or Managing Member, as applicable. Investors should not expect to be able to liquidate their investment in a Fund prior to the liquidation of a Fund.

**Other Funds and Accounts Managed by the Firm.** The Firm personnel responsible for making investments on behalf of a Fund are also responsible for making investments on behalf of other Funds and accounts.

**Market Analysis and Forecasts.** The Firm's in-house analysis also leverages third party market research and analysis firms and publicly available data sources to help provide perspectives on supply/demand, revenue forecasts, valuation, expense forecasts and capital markets forecasts for exit cap rates or possible performances by investment productions and other related

revenues streams from such productions. Given the historic volatility of these metrics, there can be no assurance that these forecasts will be correct or even mostly correct.

**Incentive Compensation Arrangement.** Due to the fact that an affiliate of the Firm will be entitled to a “carried interest” in a Fund’s profits, the Firm may have an incentive to take more risk than would be the case in the absence of such incentive compensation arrangement.

**Litigation.** The acquisition, ownership, management and disposition of investments in the aforementioned areas carries potential litigation risks, which could result in unexpected losses to a Fund.

## **Item 9. Disciplinary Information**

The Firm and its employees have not been involved in any legal or disciplinary events.

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

As stated above, affiliates of the Firm act as managers or managing members of the Funds. The affiliates may receive a profit interest on investments made by the Funds. Such arrangements are disclosed to all third-party investors in the Funds prior to making the investment.

The Firm's owner is a majority owner of these affiliates.

In addition, there may be apparent conflicts with regard to the time devoted by Mr. Tarar between the affiliates and the Firm. It is expected that Mr. Tarar has the time and resources to provide the advisory services to the Firm, as well the services he provides to the affiliates.

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

The Firm maintains a Code of Ethics (the "Code") that describes its fiduciary duty to its clients and sets standards for business conduct. The following is a summary of the key provisions of the Code:

**Scope** - The Code covers all directors, officers, partners, employees, and any other persons who are under the Firm's supervision and control.

**Fiduciary Duties** - This Code is based on the principle that the Firm and its employees owe a fiduciary duty to the Firm's clients. Accordingly, the Firm and its employees must avoid activities, interests, and relationships that might interfere or appear to interfere with making decisions in the best interests of the Firm's clients.

**Personal Securities Trading** - All employees and certain employees of affiliates who may be deemed access persons are subject to certain trading restrictions. In addition, such access persons must report their personal securities transactions quarterly and personal securities holdings annually.

**Code of Conduct** - The Code contains specific topics designed to reflect the Firm's commitment to ethical conduct. These topics include compliance with legal and regulatory requirements, gifts, outside activities, entertainment and board directorships. The Firm also maintains insider trading policies and procedures.

**Code Violations** - The Code requires that all employees report any actual or apparent violation of the Code, and provides for a prohibition on retaliation against any person who reports such violations. Appropriate sanctions are included for Code violations.

You may receive a copy of the Firm's Code by contacting its Compliance Department at 212-634-7173.

## **Item 12. Brokerage Practices**

The Firm does not advise its clients on matters involving brokerage transactions in publicly traded securities.

**Item 13. Review of Accounts**

Pursuant to the fund management agreements, the Firm actively monitors and manages the assets and the performance of the Funds that it advises, as well as potential exit strategies and other means of adding value to the Funds' investments. Major developments (as determined by the Firm) with respect to the Fund are communicated to investors regularly. In addition, investors receive annual audited financial statements as well as individual capital account statements as applicable.



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

Currently, the Firm does not compensate third parties for client referrals.

**Item 15. Custody**

The Firm is deemed to have custody as affiliates of the Firm act as manager or managing member for the Funds. The Firm will receive audited financials and distribute them to its investors within the requisite time.

## **Item 16. Investment Discretion**

The Firm acts as the investment manager for the Funds on a discretionary basis. For limitations to such discretion, please refer to the Funds' offering documents.

**Item 17. Voting Client Securities**

The Firm shall have no responsibility or authority to actually vote any security on behalf of the Funds. It is expected that the managers of the Funds will have that responsibility. The Firm may make recommendations to the managers of the Funds whenever a corporate action is requested or required with respect to any Fund investment.

**Item 18. Financial Information**

The Firm does not expect to require or solicit fees from clients six months or more in advance. Therefore, the Firm will not be not required to include a balance sheet for its most recent fiscal year.

The Firm does not have any financial condition to disclose that is likely to impair its ability to meet contractual commitments to clients. Furthermore, the Firm has never been the subject of a bankruptcy petition.