

**Item 1.** Cover Page

# Partner Fund Management, L.P. Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of Partner Fund Management, L.P. (“PFM”) and Partner Investment Management, L.P. (“PIM,” together with PFM, the “Advisers”). The Advisers’ clients (“Clients”) may contact the Advisers’ Compliance Department at (415) 281-1000 if they have any questions about the contents of this brochure. 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.

Additional information about the Advisers and their Affiliated Advisers (as defined herein) is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2            Material Changes**

Since the last annual updating amendment, filed on March 29, 2018, the Advisers have made the following material change to the Brochure:

- Update to reflect that the Advisers provide investment advice to an unaffiliated investment adviser and one of its private fund clients, and to more generally discuss the terms and considerations relating to engagements by Clients other than the Funds, including Clients to which the Advisers provide non-discretionary investment advice.
- Update to address the appointment of Anti-Money Laundering officers as required under the laws of the Cayman Islands.
- Updates reflecting changes to the investment strategies pursued by Advisers on behalf of their clients.

While there have not been any other material changes to the Advisers' business or the way in which the Advisers conduct and supervise that business, the Brochure has been generally revised and updated to enhance the disclosures contained in the Brochure. Upon request, the Advisers will provide Clients with a comparison of this Brochure against the one previously filed indicating these changes.

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

PFM and PIM are both Delaware limited partnerships with their principal place of business in San Francisco, California. The Advisers serve as investment advisers to private investment funds in which qualified investors invest directly (the “Offered Funds”). Certain Offered Funds (the “Feeder Funds”), in turn, invest substantially all of their assets in Cayman Islands exempted limited partnerships for which PFM serves as investment adviser (the “Master Funds,” and together with the Offered Funds, the “Funds”), which invest directly in investment instruments. PFM also provides non-discretionary investment advice to an unaffiliated third party investment adviser and one of its private fund clients. The Advisers receive certain assistance in providing investment advice from their affiliates, Partner Advisory Services, L.P. (“PAS”), a Delaware limited partnership, and Partner Fund Management, Inc. (“PFMI”), a Delaware corporation. PFMI and PAS are referred to herein as the “Affiliated Advisers.”

PFM has been in the investment advisory business since its inception in September 2004. PIM has been in the investment advisory business since its inception in April 2008. Christopher M. James and Brian D. Grossman are the principal owners of the Advisers and Affiliated Advisers. As of December 31, 2018, the Advisers had approximately \$6.920 billion of regulatory assets under management, all of which is managed on a discretionary basis.

The Advisers have broad discretion with respect to the Funds’ investment decisions, selection of brokers, dealers and other counterparties, and the amount of commissions or other compensation to be paid by the Funds. The Advisers provide investment advisory services to the Funds based on the particular investment objectives and strategies described in the relevant Offered Fund’s Offering Documents (defined below).

Unless otherwise specified herein, all discussions relating to the Advisers relate equally to each of PFM, PIM and the Affiliated Advisers, as applicable. PFMI provides, on an exclusive basis, research and trading services to the Advisers. PAS acts as a sub-advisor to PFM.

**All discussions of the Funds in this brochure, including but not limited to their investments, the strategies used in managing the Funds, the fees, allocations and other costs associated with an investment in the Funds, and conflicts of interest faced by the Advisers and their Affiliated Advisers in connection with management of the Funds are qualified in their entirety by reference to each Fund’s respective confidential private offering memorandum (if any) and the governing documents of that Fund (referred to collectively as “Offering Documents”).**

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

The Advisers do not have a fee schedule. The fees and expenses associated with an investment in the Funds vary, depending on the Fund, and are described in detail in each Offered Fund’s Offering Documents. The Advisers may, in their discretion, manage other Funds with higher or lower fees, different fee structures, different expense payment

arrangements and different withdrawal or redemption rights, than the existing Funds. In the case of certain Feeder Funds, fees and expenses are generally charged and allocated at the Master Fund level, if applicable.

The fees and expenses borne or payable by the Advisers' non-Fund Clients are negotiated between the Client and the relevant Adviser on a case-by-case basis. The relevant Adviser and the Client may agree that fees and/or expenses be invoiced to the Client by the Adviser or that fees and/or expenses be deducted from the Client's account by the Adviser. Non-Fund Clients typically bear all expenses related to their investment account(s), including custodial, brokerage and other transaction costs, fees and expenses, subject to any terms negotiated between an individual Client and the relevant Adviser.

#### Direct Expenses of the Funds

Generally, each Fund bears all expenses incidental to its organizational and ongoing operation, which may include, without limitation, (a) all trading costs and expenses (such as, for example, brokerage commissions and charges, expenses relating to short sales, clearing and settlement charges, third-party and out-of-pocket fees and expenses relating to systems and software used in connection with the operation of the Fund, expenses relating to short sales, clearing and settlement charges, option premiums and custodial and service fees), (b) interest, commitment, structuring and underwriting fees on loans and debit balances (on margin, committed loan facilities, total return swaps or other indebtedness), (c) the costs and expenses of negotiating and entering into contracts and arrangements in the ordinary course of the Fund's activities (such as brokerage, legal, accounting, investment banking, bookkeeping, tax, auditing, appraisal and other professional and consulting fees and expenses, including those of valuation firms, arising from particular investments and potential investments) and research (such as fees relating to consultants, research products, statistical data, market data and portfolio management services) related to evaluating, making, holding or disposing of investments and similar expenses in terminating those contracts, arrangements or services in the ordinary course of the Fund's activities, (d) costs and expenses associated with regulatory filings of the Fund and, if applicable, its Master Fund and/or general partner (and their affiliates) relating to the Fund or, if applicable, its Master Fund (including, but not limited to filings under Section 13 or 16 of the U.S. Securities Exchange Act of 1934, as amended (the "1934 Act"), or Regulation D under the 1933 Act, and non-U.S. regulatory filings related to position reporting, but excluding Form PF filings) and complying with Code Sections 1471-1474 (the U.S. Foreign Account Tax Compliance Act), as modified by the Treasury Regulations, intergovernmental agreements and implementing non-U.S. laws and regulations, and any current and future guidance thereunder (collectively, "FATCA/CRS"), (e) costs associated with registering restricted Investment Instruments, (f) all costs and expenses incurred in attempting to protect or enhance the value of investments (including the costs of instituting and defending lawsuits), (g) fees and expenses related to research, market data and the due diligence, analysis, purchase or sale of investments, whether or not the investments are consummated (h) entity-level taxes, income taxes, withholding taxes, transfer taxes and other governmental charges and duties, (i) fees and reimbursement for out of pocket expenses of the Administrator, (j) fees and charges of custodians, clearing agencies and banks, (k) bookkeeping, middle office and recordkeeping, legal, accounting,

auditing, tax preparation, valuation and all professional, expert and consulting fees and expenses arising in connection with its activities (including fees and expenses of counsel for the Fund, the Adviser(s), and, if applicable, the Master Fund and the Fund's and the Master Fund's general partner or board of directors, and one or more officers, partners or managers of the general partner or the Adviser(s)), service contracts related to on-line research, portfolio management and quotation services and equipment (including computer hardware and software related thereto) and the expenses of accounting, bookkeeping, middle office and recordkeeping services of the Fund's administrator or any similar service provider retained by the general partner or the relevant Adviser to assist them in performing these services for the Fund and, if applicable, the Master Fund, and the fees and expenses of any third-party valuation agent engaged to value illiquid instruments), (l) costs of communication with the Fund's limited partners or shareholders, as applicable, (m) all fees, costs and expenses of offering and selling limited partnership interests or shares, as applicable, and communicating with the Fund's limited partners or shareholders, as applicable (including, without limitation, the costs of producing, printing and distributing offering materials, governing documents, subscription materials, reports and notices, legal and accounting fees and expenses and governmental and self-regulatory agency filing fees, costs and expenses), (n) insurance policies (such as "Directors and Officers", "Errors and Omissions" or similar professional liability insurance) insuring the Fund, the Adviser(s), and, if applicable, the Master Fund and Fund's and the Master Fund's general partner, and/or board of directors, and each of their affiliates against liabilities that may arise in connection with the business or management of the Fund and, if applicable, the Master Fund, (o) proxy voting services, (p) any contingencies for which reserves are determined to be required, (q) if applicable, the Fund's directors' fees and expenses (including reasonable costs related to any travel on behalf of the Fund), (r) if applicable, the costs of maintaining the Fund's, the Master Fund's and/or the general partner's registered offices in the Cayman Islands or any other jurisdiction and the costs of maintaining any appropriate registrations and (s) any extraordinary expenses (such as litigation expenses).

A Feeder Fund typically bears its proportionate share of the costs and expenses of the relevant Master Fund. In the case of a Fund that engages in the "Private Investment" strategy, as described below (each, a "Private Fund"), investors have varying levels of participation in each ownership series attributable to a portfolio investment, and each such ownership series bears its own costs and expenses. Expenses of a Fund incurred by the Fund's general partner or Adviser, as the case may be, are generally reimbursed by that Fund. If an expense relates to one or more Funds, those Funds will generally bear their *pro rata* share of the expense based on their respective net asset values (though not necessarily based on their actual use of the relevant item to which the expense is attributable). In the case of expenses associated with a private investment, the participating Funds will generally bear their *pro rata* share of the expense based on their respective participation levels in the private investment. In certain cases, expenses may be incurred in connection with a private investment that is ultimately not consummated ("Shared Broken Deal Expense"). The Advisers or the Fund's general partner, as the case may be, will generally seek to allocate Shared Broken Deal Expenses based on the respective Funds' *pro rata* level of expected participation in the broken deal. Expenses and Shared Broken Deal Expenses associated with private investments may be borne in whole or part by a Fund or, where only certain investors would have participated in a private investment,

by such investors. To the extent a Fund invests in an investment instrument (such as an exchange-traded fund) that charges separate management, trading or administrative expenses, the Fund will bear such expenses. In addition, to the extent that expenses (including, without limitation, management fees or extraordinary expenses) are incurred by a Fund in respect of an illiquid instrument (or the General Partner deems it appropriate to establish reserves for any such expenses), the General Partner may, in its sole discretion, allocate those expenses to investors that participate in such illiquid instrument.

The Advisers and general partners generally seek to allocate expenses and Shared Broken Deal Expenses fairly over time among participating Funds or investors, as the case may be. While the Advisers believe that allocation methodologies described above are reasonable, other expense allocation protocols exist that yield different results (for example, certain expenses may be specifically allocated to a Fund or allocated disproportionately across Funds relative to the Funds' net asset values). In the case of certain Funds, the Advisers or general partner may voluntarily reimburse the Fund for certain expenses, including certain Shared Broken Deal Expenses, for a specified period of time or up to a specified amount, which reimbursement may result in the Fund's performance being higher than it would have been had those amounts not been reimbursed. The Advisers or general partner may decide to discontinue a voluntary reimbursement, in whole or part, at any time. PFM may have a conflict of interest in allocating expenses to or among the Funds.

#### Management Fees

In general, Funds pay the Advisers a management fee calculated and payable quarterly or monthly in advance, at an annual rate of between 0.375% and 2.0% of the applicable Fund's net asset value (without double counting for the master-feeder structure). Certain Funds or investors in particular Funds do not pay a management fee. The management fee rate varies depending on a number of factors, including, but not limited to, corresponding redemption or withdrawal rights, the length of an investor's investment in the applicable Fund, aggregate amounts that an investor (and, in certain cases, other related investors) has invested in certain groups of Funds and performance-based consideration borne by an investor. In certain cases, the management fee is charged on a prorated basis for capital contributions made on a date other than the first day of the quarter or month, as applicable. Furthermore, in the case of the Private Funds, the management fee (if any) varies by ownership series, as determined by the Fund's general partner. The Advisers generally deduct management fees directly from the applicable Fund's account.

#### Fees of the Administrator and the Directors

Each Fund's administrator (the "Administrator") performs certain middle and back office administrative and operational services for the Funds. Each Fund pays the Administrator a fee for its services. The Administrator receives a fee equal to a percentage of the Fund's aggregate net asset value (without double counting for any master-feeder structure) plus out-of-pocket expenses, subject to a monthly minimum. The Administrator receives additional fees for specific services, for example, performing and administering certain functions relating to compliance with applicable anti-money laundering requirements and with FATCA/CRS. In addition, the Administrator receives fees for certain information

technology services and tax compliance services and software. Each offshore Offered Fund pays a fee for the services of its directors. Walkers Corporate Limited provides individuals to serve as Anti-Money Laundering Compliance Officer, Money Laundering Reporting Officer and Deputy Money Laundering Reporting Officer for each of the offshore Offered Funds and the costs and expenses associated with these services are borne by the relevant Funds. These costs are treated as Fund expenses as described in more detail above and in each Offered Fund's Offering Documents.

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

Certain Funds pay or allocate performance-based consideration to their general partner, their Adviser or one or more affiliates of their general partner or Adviser. The Adviser(s) and their non-Fund Clients may also negotiate performance based consideration arrangements. To the extent that a non-Fund Client agrees to pay or otherwise bear performance-based consideration, that arrangement may result in the same types of potential conflicts of interest as the performance-based consideration borne by the Funds, but will depend on various factors, such as whether or not the Adviser acts in a discretionary or non-discretionary capacity and whether or not the Adviser (or one of its affiliates) is responsible for determining the value of the Client's assets under management.

Funds that bear performance-based consideration typically pay or allocate to their general partner, their Adviser or one or more affiliates of their general partner or Adviser a fee or allocation equal to between 10% and 30% of the net profits (including both realized and unrealized gains and losses) otherwise allocable (directly or indirectly) to each investor in the Fund, in excess of prior unrecouped losses of that investor (without double counting for any master-feeder structure). The performance-based consideration rate varies depending on a number of factors, including, but not limited to, corresponding redemption or withdrawal rights, aggregate amounts that an investor (and, in certain cases, other related investors) has invested in certain groups of Funds and management fees borne by that investor. For certain Funds, the receipt of performance-based consideration may be subject to a "hurdle" rate that net profits must exceed before an allocation is made. In the case of a Fund that invests a portion of its assets in illiquid instruments, the applicable performance-based consideration may be calculated separately with respect to sub-capital accounts or sub-series of shares corresponding to the liquid and illiquid portions of the Fund's portfolio; performance-based consideration is generally not made with respect to illiquid instruments until such investments are determined by the Advisers to be liquid (although, in certain cases, an otherwise liquid instrument may be treated as illiquid until the Advisers determine that it should no longer be treated as illiquid, including, without limitation, if such illiquid instrument has a readily ascertainable market value or has become free of transferability restrictions and/or upon the resolution of an expected event or set of circumstances impacting the illiquid instrument). Investors with less frequent withdrawal or redemption rights are typically subject to performance-based consideration based on a reduced percentage of net profits. Performance-based consideration is typically paid or allocated annually at the end of the calendar year (however, certain Funds pay performance-based consideration at the end of two or three year holding periods applicable to their investors' investments), or, if applicable, upon any withdrawal or redemption with respect to the amount withdrawn or redeemed. Furthermore, in the case of the Private



Funds, the performance-based consideration (if any) varies by ownership series.

In lieu of performance-based consideration, certain Funds have in the past issued options allowing PFM to purchase up to 20% of the shares of the applicable Fund. The options may be exercised at the price of the shares on the date the Fund granted the options, so that PFM effectively receives a value equivalent to up to 20% of the net profits of that Fund during the period from the grant date to the exercise date. The options generally are exercisable two or three years after they are issued.

The performance-based consideration provides the Advisers with an incentive to engage in more speculative investment strategies in an effort to maximize gross profits and receive greater consideration. Such arrangements also may create an incentive to favor Funds that are subject to higher performance-based consideration over others in the allocation of investment opportunities. The Advisers, however, allocate trades among Funds that pursue different strategies based on the Advisers' determination of what is appropriate for each Fund. In general, the Advisers seek to allocate trades among Funds within a strategy *pro rata* in accordance with net assets. The Advisers' investment opportunity allocation practices are described more specifically in Item 12, Brokerage Practices.

#### Waivers

The Advisers, the general partner of a domestic Fund or the directors of an offshore Fund may waive or rebate all or any portion of the management fees or performance-based consideration payable by a Fund (e.g., the fees and other consideration payable by a Fund in respect of a particular investor) in any period. In addition, the Advisers, the general partner of a domestic Fund or the directors of an offshore Fund may agree to different terms with an investor including with respect to liquidity and/or information rights.

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

The Advisers provide investment advice to the Funds based on the particular investment objectives and strategies described in the applicable Offering Documents. The Advisers also currently provide non-discretionary investment advice to an unaffiliated third-party investment adviser and one of its private fund clients. The Advisers may, in the future, provide investment advice to other Clients; for instance, Clients investing through managed accounts, which may include high net worth individuals, institutions, trusts, endowments and pension plans. The Advisers may manage other Clients with different objectives, higher or lower fees and different fee structures than the existing Clients. All Clients are required to sign an investment advisory agreement that sets forth the terms under which the Advisers will provide their services.

Generally, the minimum initial investment amounts in the "Thematic Growth" Funds, the "Healthcare" Funds, the "Emerging Growth" Funds, the "Global Long Alpha" Funds, the "Technology Perennial" Funds, the "Therapeutics" Funds, as described below, are \$5,000,000, \$2,000,000, \$5,000,000, \$2,000,000, \$2,000,000 and \$2,000,000, respectively. Certain Healthcare Funds may accept lower initial investments from certain investors referred by those Funds' placement agents. The general partner of the Private

Funds determines the minimum investment in each ownership series with respect to a portfolio investment. Certain Offered Funds require a minimum initial investment of \$10,000,000 or \$25,000,000. The applicable Fund's general partner or board of directors may waive these minimums. Other limitations may also apply.

For certain investors, the Advisers may not impose a minimum dollar value of assets, for example, in order to open or maintain a single investor Fund; however, such investors generally are expected to be "accredited investors" and "qualified purchasers" as those terms are defined in Rule 501 under the Securities Act and section 2(a)(51) of the Investment Company Act of 1940, as amended (the "Company Act"), respectively.

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

### Methods of Analysis

The Advisers generally use bottom-up analysis in an attempt to identify transformational changes, trends, investment themes and core investment opportunities across asset classes and geographies. The Advisers may invest in various industries or sectors, including, but not limited to, information technology, communication services, healthcare, consumer discretionary and financials. Certain strategies focus on specific industries. The Advisers seek to identify out- and under-performing companies across industries or sectors that have the widest expectation gaps relative to consensus. Also, the Advisers engage in top-down macro-economic analysis to identify opportunities, whether on a directional or relative value basis, across a wide range of global markets and investment instruments. The Advisers may consider a variety of factors in seeking to identify attractive investment opportunities, including, but not limited to, economic, political and financial market conditions.

### Investment Strategies

The Advisers' investment strategies are currently (1) "Thematic Growth," which invests primarily in equity and equity-related instruments, (2) "Global Long Alpha," which primarily invests in a subset of the Thematic Growth positions, (3) "Healthcare," which primarily invests in the global healthcare industry, (4) "Emerging Growth," which primarily invests in the global healthcare industry, including long positions in companies that have a growth profile, (5) "Therapeutics," which invests primarily in biotech and pharmaceutical companies developing products or technology to treat a wide range of medical conditions, (6) "Technology Perennial" which primarily invests in the global technology industry, and (7) "Partner Investments," which primarily invests in privately held companies. The Advisers may, from time to time, manage funds with solely internal capital prior to offering those funds to third-party investors. There are limitations in describing any investment strategy due to its complexity, confidentiality and indefinite nature. The Advisers have broad discretion to use different trading or investment techniques in the management of the Funds, based on the particular investment objectives, policies and strategies described in the applicable Fund's Offering Documents. In general, there are no material limitations on the types of investments in which the Advisers may invest in on behalf of the Funds, the concentration of a Fund's investments, or the amount

of leverage that the Advisers may use. Depending on conditions and trends in securities and commodities markets and the economy generally, the Advisers may pursue different objectives or use alternative techniques that they consider appropriate and in a Fund's interest.

The Advisers invest in and trade a broad range of investment instruments, including, but not limited to, securities, commodity interests, repurchase agreements, options, exchange-traded funds, futures, currencies, derivatives, evidences of indebtedness (including participations in or assignments of bank loans or trade credit claims or similar instruments) and other intangible investment instruments and vehicles of every kind and nature, U.S. or non-U.S., whether publicly or non-publicly traded.. The Advisers take both long and short positions in such investment instruments. Such transactions may be structured, where relevant, as swaps, collars forwards, forward rate agreements, caps, floors, futures, options, options on transactions or other types of structures or combinations of structures, including commingled funds, venture capital funds, special purpose vehicles or separately managed accounts.

The Advisers seek to use structural parameters that emphasize liquidity and investment flexibility by actively managing each Fund's net and gross exposures. A Fund's net exposure may be long or short. The Advisers may invest across the market capitalization spectrum in companies of either a "growth" or "value" nature. Mid- and large-cap "growth" companies may constitute a significant portion of the Advisers' investment positions.

### Significant Risks

Investing in securities and derivatives involves risk of loss that Clients and Fund investors should be prepared to bear. There can be no assurance that a Client's objective will be achieved or that the investment strategies or techniques deployed on behalf of a Client will be successful. Clients and Fund investors must be prepared to lose all or substantially all of their investment. Past performance of a Fund is not indicative of its future performance or the future performance of other Client Accounts or Funds. The following is a brief summary of some of the significant risks that investors should consider before investing with the Advisers. With respect to Clients to which the Advisers provide non-discretionary investment advice, the risks below should be considered by those Clients prior to determining whether or not to make an investment decision based on the Advisers' advice. References in this Item 8 to investment decisions made by the Advisers on behalf Clients should, with respect to non-discretionary Clients, be instead read to refer to investment recommendations provided by the Advisers. Not all of these risks will apply equally to each Fund or at any given time.

Investment Strategy Risks. The following risks are associated with the Advisers' investment strategies.

- *Fundamental Analysis.* Fundamental analysis is subject to the risk of inaccurate or incomplete market information, as well as faulty analysis of known information. Also, investor sentiment can lead to a material disconnect between the market price

of investments and the prices indicated by fundamental analysis – as in the case of “flights to quality” when the demand for certain risky investment instruments plummets or when technical factors, such as price momentum encouraged by trend following, dominate the market – creating the potential for significant price volatility and potential loss.

- *Model Risk.* The Advisers may depend on models to evaluate investment opportunities and certain portfolio risks. These models generally seek to forecast metrics, such as price changes, valuations, performance or exposures, based upon a limited number of factors and inputs. The forecasts generated by these models may differ substantially from actual future realizations. There can be no assurance that the models the Advisers use will be effective or will be effectively utilized. Moreover, there can be no assurance that the Advisers will be able to continue to develop, maintain and update the models.
- *Hedging.* While intended to limit or reduce investment risk, hedging can also be expected to involve transaction costs and may inherently limit or reduce the potential for profit. Hedges are often imperfectly inversely correlated with the underlying exposure the Advisers seek to hedge and, to the extent that is the case, can subject the relevant Client to additional risk, if prices involved in the hedging position move against the Client. The Advisers will not attempt to hedge all market or other risks inherent in a Client’s positions, and will hedge certain risks, including, but not limited to, macro risk, factor and crowding risk and cross-market and cross-asset risks, but if at all, only partially. Portfolio composition will commonly result in various directional market risks remaining unhedged.
- *Short Sales.* Short sales have a theoretically unlimited risk of loss as the price of a security sold short increases. Short selling activities have been subject to increased regulatory scrutiny, including the imposition of restrictions on short selling certain securities and reporting requirements. Regulatory initiatives affecting the financial markets are ongoing and changes in short-selling-related regulations may continue to occur, potentially with little notice. Clients could suffer losses on short-selling activities as a direct or indirect result of those changes, and the Advisers’ ability to use short selling as a part of their investment strategies could be limited or made less effective or profitable.
- *Leverage.* The Advisers may employ leverage on behalf of a Client by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives. Leverage may increase the possibility for profit, as well as volatility and the risk of loss. In addition, to the extent that leverage is used to facilitate illiquid instrument investments by certain Clients, investors will share proportionately in the risks relating to that leverage even though they may not participate proportionately in the illiquid instrument investments. This could cause investors who have elected not to participate in illiquid instrument investments to bear losses or expenses relating to those investments even though they will not participate in profits from those investments.

- *Derivatives.* Derivative instruments involve a variety of material risks, including, in some cases, extremely high embedded leverage. Derivatives markets may frequently be characterized by limited liquidity, which can make it difficult as well as costly to close out open positions in order either to realize gains or to limit losses. The pricing relationships between derivatives and the instruments underlying them may not correlate with historical patterns, resulting in unexpected losses. Derivative instruments can also subject the Clients to counterparty credit risks and risks similar to margin trading and leveraging strategies.
- *Options.* A Client may sell covered and uncovered options on securities. To the extent a Client sells (writes) options and must deliver the underlying securities at the option price, the Client has a theoretically unlimited risk of loss if the price of the underlying securities increases.
- *Counterparty and Custody Risk.* Counterparties such as brokers, dealers, futures commission merchants, custodians and administrators with which the Advisers do business on behalf of Clients may default on their obligations. For example, a Client may lose its assets on deposit with a broker if the broker, its clearing broker, an exchange clearing house, or one of its affiliated entities were to declare bankruptcy or become insolvent.
- *Repurchase Agreements.* The Advisers may enter into repurchase agreements or reverse repurchase agreements on behalf of Clients, which can subject the Client to counterparty credit risks and risks similar to margin trading and leveraging strategies.
- *Non-U.S. Investments.* The Advisers may invest and trade on behalf of Clients in investment instruments issued by non-U.S. companies or governmental entities or denominated or traded in currencies other than U.S. dollars. Those activities can subject the Clients to risks not typically associated with investing in securities and commodity interests in the United States, such as political risks, economic conditions of the country in which the issuer is located, limitations on foreign investment in any such country, currency exchange risks, withholding taxes, limited information about the issuer, limited liquidity, and limited regulatory oversight of the issuer.
- *Micro, Small and Medium Capitalization Stocks.* A Client may hold positions in companies with micro-, small- or medium-sized market capitalizations, which can involve higher risks than investments in stocks of larger companies, including greater volatility and risk of bankruptcy or insolvency.
- *Concentration of Investments.* A Client's investment portfolio may at times consist of investment instruments issued by relatively few issuers. Concentration of the portfolio in a particular industry or small number of issuers may materially increase the portfolio's risk; a loss in any one position or downturn in any one industry could reduce performance materially.

- *Illiquid Instruments.* A Client may hold positions that are or become illiquid, in which case the Client may not be able to sell such positions. Investing in illiquid instruments involves a high degree of business and financial risk and can result in substantial or complete losses. Certain Funds can devote all or a substantial portion of their portfolios to investments in illiquid instruments, and such Funds will generally allocate such investments to separate sub-accounts established at the time of each illiquid investment. Therefore, investors that invest in such Funds at different times may have disproportionate ownership interests and may not have illiquid sub-accounts for all of the same illiquid instruments. As a result, investors that invest in such a Fund at different times may have highly disproportionate returns on their investments during any given time period (for example, during any month, quarter or year).
- *Restricted Securities and PIPEs.* A Client may invest in restricted securities not traded in public markets or subject to long holding periods. These securities may be difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded. Certain Clients may acquire securities through PIPE (private investment in public equity) financings. In a PIPE transaction, a Client typically purchases unregistered equity securities of a class of securities that is publicly traded and receives registration rights with respect to the unregistered securities that it purchases. The securities are not publicly tradable when the Client purchases them, and they may never become publicly tradable.
- *Private Investments.* Investments in the private equity of companies at various stages in their development involve a high degree of business and financial risk. Private companies with limited operating histories may require substantial additional capital to support expansion or to achieve or maintain a competitive position, may produce substantial variations in operating results from period to period or may operate at a loss. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, more extensive intellectual property development and protection, better marketing and service capabilities and a larger number of management and technical personnel. The Advisers will rely on each portfolio company's management to operate that company on a day-to-day basis, and management of the portfolio company may not operate successfully. Although the Advisers may seek protective provisions in connection with private investments, to the extent a Client takes minority positions in companies in which it invests, the Advisers may not be in a position to exercise control over the management of such companies, and, accordingly, may have a limited ability to protect the Client's position in such companies. To the extent a Client holds a controlling stake in, or is deemed an affiliate of a company, it may be subject to certain restrictions which could affect both the liquidity of the Client's investment and the Client's ability to liquidate its investment without adversely impacting the investment's price. The use of leverage by the private companies may increase the exposure of such companies to adverse economic factors such as downturns in the economy or deterioration in the condition of such companies or their respective industries. In

- the event any such company cannot generate adequate cash flow to meet debt service or operating expenses, a Client may suffer a partial or total loss of capital invested in the company, which, depending on the size of the Client's investments, could adversely affect the return on the capital of the Client. In such cases, the Advisers will rely on the company's existing management and board of directors, which may include representatives of other financial investors with whom the Client is not affiliated and whose interests may conflict with the Client's interests.
- *Third-party Involvement.* A Client may co-invest with third parties through capital rounds relating to private companies. Third-party involvement with an investment may involve risks not present in investments where a third party is not involved and may negatively impact the returns of such investment if, for example, the third-party co-venturer has financial difficulties or has economic or business interests or goals that are inconsistent with those of the Client.
  - *Economic Conditions and Concerns Regarding Governmental Instability.* Changes in economic conditions can have material adverse effects on a Client's investment performance. Volatile global financial markets may lead to significant losses. Also, a government's actions or inactions responding to these conditions could lead to negative consequences for a Client. For example, uncertainty about a government's ability to service its sovereign debt obligations, policy decisions and financial support programs, sequestration of governmental functions, and/or changes in the structure of multi-national organizations (for example, the United Kingdom's decision to withdraw from the European Union) or a government's currency (for example, the abandonment of the Euro by a particular member state) could severally disrupt global markets and have potentially material adverse effects on a Client.
  - *Market Conditions and Disruptions; Interconnected Markets.* Developments and disruptions in financial and securities markets generally can significantly affect the prospects of companies in which a Client invests, the Advisers' ability to assess those prospects and a Client's ability to adapt its portfolio and market exposures. Market disruptions could cause a Client to incur major losses, particularly if they cause historical pricing relationships to become materially distorted or previously liquid positions to become illiquid. Market disruptions can result in otherwise historically low-risk strategies performing with unexpected volatility and risk.

General Risks for Clients and Fund Investors. The following general risks apply to Clients and investors in the Funds.

- *Valuation.* Where third-party pricing information for a position is not available, or where the Advisers consider market-based pricing information not to be indicative of a position's value, the Advisers may assign a different value. As a result, values reflected in financial reports and used in determining withdrawal proceeds, fees and performance-based consideration might not accurately reflect the amounts the Client could obtain (or would be required to pay as to some types of derivatives positions) if it were to try to sell the security (or close the position).

- *Trading Errors.* The Advisers place orders on a Client's behalf to buy, sell and otherwise trade in investments with Transacting Parties (defined below), and may make errors in doing so. Trade errors are not errors in judgment, strategy, market analysis, economic outlook, etc., but rather errors in implementing specific trades. Trade errors can occur in part because trading processes can be very complex and can vary for different types of investment instruments and different markets. The Advisers may determine to reimburse a Fund for a loss resulting from a trade error. There can be no assurance that, if a trade error of significant magnitude were to occur, the Advisers' assets would be adequate to provide that reimbursement. Some Clients may be responsible for any such losses or gains that resulted from trade errors. For such Clients, the Advisers and their affiliates generally will not bear the cost of any trade error or reimburse the Client for resulting costs or losses unless it results from the Adviser's or its affiliate's breach of fiduciary duty, gross negligence, willful misconduct or fraud.
- *Substantial Assets Under Management.* The Advisers have substantial assets under management. It can become more difficult to find attractive investment opportunities as the amount of assets an investment adviser must invest increases. In addition, with greater assets to invest, it may become increasingly difficult for the Advisers to make investments large enough to be meaningful to Clients' overall portfolios.
- *Trade Sequencing.* Clients that deploy different investment strategies may trade in the same investment instruments of an issuer. In such situations, one set of Clients may begin trading the investment instruments of an issuer before the other set of Clients begins trading in those investment instruments. The differences in timing of the trades may result from the timing of approval by one of the portfolio managers, liquidity, different risk profiles of the investment strategies and other factors. As a result of the differences in trading, one set of Clients may benefit from the subsequent trading by the other set of Clients.
- *Different Terms for Different Investors.* The Advisers may provide certain Clients or Fund investors with more frequent or detailed reports, special fee arrangements, redemption rights and other preferential terms that are not provided to other Fund investors. Investors in different ownership series of the Private Funds will be subject to different terms with respect to such ownership series.
- *Other Accounts.* The Advisers and their affiliates currently sponsor, manage or participate in various investment activities and programs and may in the future be engaged in other investment activities, including some that may be viewed as in competition with one or more Clients in some respects. These other activities include, among other things, investing for their own accounts and providing investment advisory services to each of its Clients. In addition, the Advisers and their affiliates, members, partners, officers or employees may enter into other business arrangements with each other and third parties (for instance, joint ventures with third parties). Providing advice to any one Client will necessarily reduce the time the Advisers may dedicate to advising each of their other Clients and could be



viewed as creating a conflict of interest in that the Advisers' and their personnel's time, effort and resources must be allocated between Clients. In addition, the Advisers could have, or appear to have, incentives to favor one Client over another in making and implementing trading decisions. In some circumstances the Advisers could even be viewed as having incentives to cause one Client to enter into transactions or engage in trading activities for the benefit of multiple Clients, rather than solely for that Client's benefit. The Advisers are not obligated to provide one or more Clients with any particular investment opportunity or to refrain from taking advantage themselves of any investment opportunity that could be beneficial to the Clients.

- *Master-Feeder Structure.* Some Offered Funds invest through a “master-feeder” structure. This creates risks associated with investing in any non-U.S. security. Changes in U.S. tax law, Cayman Islands tax law or any tax treaty between the United States and the Cayman Islands also may adversely affect the Fund's investment in the Master Fund. The pooling in a Master Fund of a Feeder Fund's assets with those of other Feeder Funds could also, under some circumstances, create an incentive for the Advisers to manage the Master Fund's portfolio in ways that are less advantageous to the Feeder Fund than if the Feeder Fund pursued its investment activities independently. Separately, withdrawals from a Master Fund as a result of withdrawals or redemptions from other Feeder Funds could affect the Master Fund's investment activities.
- *In-Kind Distributions.* A Fund may make distributions in cash, in kind or in a combination thereof. If a distribution is made in kind, the Advisers shall determine the fair market value of the property distributed. The net asset value of an investor's shares or interests may move upwards or downwards to reflect the difference between the book value and the fair market value thereof, as if such gain or loss had been recognized upon an actual sale of such property.
- *No Separate Counsel.* The attorneys who represent the Advisers or their principals do not represent Clients or Fund investors. Clients and Fund investors must hire their own counsel for legal advice and representation.
- *Anti-Money Laundering.* In order to comply with applicable anti-money laundering laws, the Advisers, a Fund's general partner and/or the Administrator may request information from a Client or an investor in order to process a subscription, withdrawal, or redemption request and may refuse to accept or remit all or a portion of proceeds (that is, they may “freeze” the proceeds) until satisfactory information has been provided. A Client or an investor will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.
- *Inside Information; Substantial Positions.* The Advisers may receive material nonpublic information about or relating to an issuer or investment instruments. Under various securities laws (or the Advisers' internal policies), this could restrict the Advisers' ability to cause a Client to buy or sell investment instruments of an issuer for substantial periods when doing so could generate a profit or avoid a loss.

If a Client were to acquire more than certain percentages of the outstanding securities of some companies (determined, under certain circumstances, in combination with amounts held by other Clients), the Advisers and/or the Client could become subject to public reporting requirements and, in some cases, legal and regulatory limits on disposition of those securities. Limits of those kinds could prevent such Client from disposing of those securities when it otherwise would or at favorable prices.

- *Regulatory Risks.* Federal, state and international governments may increase regulation of investment advisers, private investment funds, securities and derivatives, which may increase the time and resources that the Advisers must devote to regulatory compliance, to the detriment of investment activities.
- *Securities Laws.* The Advisers are not registered with the SEC as broker-dealers or with the Commodity Futures Trading Commission as commodity pool operators. The equity interests in the Funds are not registered under the Securities Act, and the Funds are not registered investment companies under the Company Act. The Advisers do not believe that any of these registrations are required because exemptions are available under applicable law. Compliance with these regulations may result in increased burdens for the Advisers, which may divert their attention from managing Client portfolios or could result in increased costs for Clients. If a regulatory authority deems that any of these registrations is required, the Advisers and any Fund could be subject to expensive legal action and potential termination. In addition, investors in the Funds do not have certain regulatory protection that they would have if these registrations were in place.
- *Fund Dissolution; Investor Expulsion.* A Fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more Fund investors.
- *Limited Liquidity; Suspending Withdrawals and Redemptions.* A market does not exist for Fund interests nor is a market expected to develop. It may be difficult or impossible for a Fund investor to transfer any Fund interests, even in an emergency. An investor may dispose of its Fund interests only through periodic withdrawals, which are subject to substantial restrictions (such as limitations on the portion of an investor's interests that may be withdrawn, or withdrawal charges on amounts withdrawn within a certain period of time) except with respect to certain Funds that hold substantial investments in illiquid instruments, in which case the relevant portion of such instruments may be transferred to a separate liquidating fund pending distribution. The investor(s) requesting withdrawal will bear the risk of any decline in the value of the Fund interests during the period from the date of notice of withdrawal until the effective withdrawal date. The Fund's board of directors or general partner, as applicable, generally has the power to suspend, limit and compel withdrawals. As described above, investors in the Private Funds may not withdraw their investment in certain ownership series until the applicable portfolio investments are liquidated.

- *Redemptions and Withdrawals.* A Fund may not be able to generate cash necessary to satisfy investor withdrawals or redemptions. Substantial withdrawals or redemptions in a short period could force the Advisers to liquidate investments rapidly, which may depress the value of those investments, and may so reduce the size of a Fund such that it cannot generate returns or reduce losses.
- *Reserves.* A Fund may establish a reserve for contingencies if considered appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- *No Distributions.* The Funds generally intend to reinvest substantially all income and gain and do not intend to make distributions. Therefore, a Fund investor may have taxable income from a Fund without a cash distribution to pay the related taxes.
- *Adverse Tax Consequences.* The Advisers' activities could cause adverse tax consequences to Clients or Fund investors, including liability for interest and penalties. The Advisers may refrain from making certain types of investments on behalf of a Fund, which could have significant adverse tax effects for some investors (e.g., investments that could cause it to be considered to be engaged in a trade or business in the United States). The Advisers may also consider the potential tax impact on some investors of the timing of transactions (for example, whether disposing of a security or closing a position at a particular time could have a different tax effect than disposing or closing somewhat sooner or somewhat later). The tax implications of timing may benefit certain investors, including the Advisers and their affiliates, and not others, and in some cases could adversely affect an investor.
- *Operational Risks.* The Advisers are highly dependent on information systems and technology. Any failure, deterioration or erroneous operation of these systems or technology due to human error, data transmission failures or other causes could materially disrupt their operations. A disaster or a disruption in the infrastructure that supports the Advisers' businesses, including a disruption involving electronic communications or other services that the Advisers, or third parties with which they do business, use or affecting one of the Advisers' offices or facilities, may affect the Advisers' ability to continue to manage Clients' investments without interruption. The Clients and the Advisers may also be prone to operational and information security risks resulting from breaches of its cybersecurity or other cyber-attacks. Although the Advisers and their Affiliated Advisers have back-up facilities for their information systems as well as technology and business continuity programs in place, there can be no assurance that these will be sufficient to mitigate the harm that may result from such a disaster, cyber-attack or infrastructure disruption. In addition, insurance and other safeguards might only partially mitigate the effects of such a disaster or disruption.

The Advisers rely on third-party service providers and trading counterparties for certain aspects of their business, including certain financial operations of the Funds,

and those service providers and counterparties may also be adversely impacted by a disaster, cyber-attack or infrastructure disruption. Any interruption or deterioration in the performance of these third parties could impair the quality of the Funds' operations and negatively impact the Advisers' investment strategies.

- *Cybersecurity Breaches.* Each of the Advisers and the Funds are subject to risks associated with a breach in its cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from “hacking” by other computer users, other unauthorized access and the resulting damage and disruption of hardware and software systems, loss or corruption of data as well as misappropriation of confidential information. If a cybersecurity breach occurs, the Advisers or Funds may incur substantial costs, including those associated with: forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment losses from sabotaged trading systems; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose the Fund, the Advisers and their respective affiliates to civil liability as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial redemptions from a Fund.
- *Human Error.* The decision-making of the Advisers' personnel will have a significant impact on the performance of the Clients. The Advisers' personnel will be responsible for implementing and modifying the strategies and models used to make investment decisions on behalf of the Clients. In some cases, the Advisers' personnel may input data or make investments manually. All such actions and decisions are subject to human error, which could have a material adverse effect on the performance of the Clients.
- *Risk Management.* The Advisers actively take risk on behalf of the Clients, directly exposing the Clients to potential loss under a wide variety of market conditions. The Advisers employ risk management procedures to identify, measure and monitor risks associated with investment activities. These risk management processes are intended to assist the Advisers in their investment decision-making process and to identify certain risks that they may choose to hedge or otherwise mitigate. However, the risk management processes may fail to identify or anticipate a wide variety of risks that may adversely affect the Clients, potentially exposing Clients to material unanticipated losses. The Advisers may employ certain quantitative based strategies as risk management tools.

The above is only a summary of some of the significant risks that a Client or Fund investor may encounter. Prospective investors should carefully review the applicable Offering Documents, and consult with their professional advisers before deciding whether to invest. A prospective investor should discuss with the Advisers' representatives any questions that such prospective investor may have before investing in a Fund.

## **Item 9. Disciplinary Information**

The Advisers do not believe that there have been any legal or disciplinary events that are material to a Client's or prospective Client's evaluation of their advisory business or the integrity of their management.

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

### General

PFM, PIM and their Affiliated Advisers are affiliated and share offices with one another. Each is registered as an investment adviser with the SEC (PIM and the Affiliated Advisers are "Relying Advisers"). The Advisers provide services to different types of clients and may pursue different investment strategies. PFM receives investment sub-advisory services from PAS. The Advisers and the Affiliated Advisers maintain joint compliance policies and procedures. PFMI is also a wholly owned subsidiary of PFM. The Affiliated Advisers provide investment advisory services to the Advisers in connection with their management of the Clients.

### Affiliated Managers Group, Inc.

AMG, a publicly traded asset management company, holds an indirect, minority interest in PIM, PAS, and PAM. Under the terms of the arrangements with AMG, PIM, PAS and PAM maintain operational autonomy in managing their business. More information regarding AMG, including its public filings, is available at [www.amg.com](http://www.amg.com).

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

### Code of Ethics

The Advisers have adopted compliance policies, including, but not limited to a business code of conduct and personal investment policies in furtherance of their commitment to conduct their businesses in accordance with applicable laws. Among other things, the code requires individuals to comply with applicable laws and to avoid conflicts of interest that could compel one to act in a manner that is inconsistent with the interests of the Advisers and their Clients. The code requires employees to report any violation or suspected violation of the code, the Advisers' compliance policies and procedures or applicable law promptly to the Chief Compliance Officer (or its designee).

### Personal Investment Policies

The Advisers' personal investment policies permit employees to invest for their personal accounts, subject to certain guidelines and restrictions. All personal securities transactions by employees, certain family members and other accounts in which supervised persons have a financial interest must be conducted in accordance with the requirements of the Advisers' personal investment policies. Among other things, the Advisers' policies require that certain personal securities transactions by employees be approved in advance by the

Advisers' Compliance Department. Certain personal securities transactions are subject to a minimum holding period. Employees must report certain personal securities holdings upon commencement of employment (or otherwise upon becoming subject to the personal investment policies) and periodically thereafter, and arrange for certain duplicate confirmations and account statements to be sent to the Advisers' Compliance Department.

Clients and Fund investors, including prospective Clients and Fund investors, may obtain a copy of the Advisers' business code of conduct and personal investment policies by contacting the Advisers' Compliance Department at (415) 281-1000.

### Principal and Cross Transactions

The Advisers may effect cross trades between or among Clients (*i.e.*, causing one or more Clients to sell investment instruments to one or more other Clients), excluding Clients that are deemed to hold "plan assets" under the U.S. Employee Retirement Income Security Act of 1974 ("ERISA"). In effecting such cross trades, the Advisers seek to reduce the transaction costs to the Clients involved. All such cross trades will be consistent with the investment objectives and policies of each Fund involved in the trades and applicable law.

To the extent permitted by applicable law and with the consent of the Clients, at times, the general partner and the Advisers may enter into a "principal transaction." A "principal transaction" is a purchase from, or sale to, a Client of an investment instrument by an Adviser acting as a principal for its own account.

Certain Funds have engaged an independent fund representative (the "Independent Fund Representative"). The Independent Fund Representative provides a mechanism for the Advisers to obtain the informed consent of the Fund to a transaction if an Adviser believes such consent is required under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), or otherwise advisable for a particular transaction. When providing consent, the Independent Fund Representative acts as the representative and agent of the Fund. Cohen & Company, Certified Public Accountants, serves as the Independent Fund Representative for certain Funds and is independent of the Advisers. The Independent Fund Representative does not make investment recommendations or comment on the merits of the Adviser's investment recommendations. In reviewing a transaction, the Independent Fund Representative may rely on information provided by or at the request of the Advisers (or, at the Independent Fund Representative's Request, one or more independent third parties (including financial advisers and consultants)). The Independent Fund Representative will approve a transaction if the Independent Fund Representative determines that the terms of the transaction are consistent with terms that would reasonably be expected in a comparable transaction between unrelated parties.

A Fund may replace its Independent Fund Representative in the future with a person or entity the Fund chooses.

### Conflicts of Interest

Because the Advisers manage more than one Client, there may be conflicts of interest related to the time devoted to managing any one Client or the allocation of investment

opportunities among all Clients that they manage. The Advisers select investments for each Client based solely on investment considerations for that Client. Different Clients have different investment strategies, investment guidelines, restrictions and expected levels of trading. The Advisers may buy or sell a security for one Client but not for another, or may buy (or sell) a security for one Client while simultaneously selling (or buying) the same security for another Client. The Advisers may give advice to a Client or take an action on behalf of a Client that differs from the advice given or the timing or nature of an action taken on behalf of another Client. The Advisers are not obligated to acquire for any Client any security that another Client may also acquire if, in the Adviser's absolute discretion, it is not practical or desirable to do so.

The Advisers and the Related Parties may also participate in investment opportunities that otherwise may be considered investment opportunities for the Clients and may be given an opportunity to invest in Funds even in instances where such Funds are closed to third-party investors. In some cases, the Clients may not participate in these investment opportunities. The Advisers may also permit certain investors and/or other third parties to co-invest alongside the Clients in certain investments. If existing investors are interested in co-investment opportunities, they should contact Graham Low at Partner Fund Management, L.P., Four Embarcadero Center, Suite 3500, San Francisco, CA 94111, telephone (415) 281-1000, e-mail IR@pfmlp.com. Each Adviser makes these choices in its sole discretion.

The terms that govern any Fund may be more advantageous than those generally applicable to another Fund, and the terms that apply to a particular investor in a Fund account may be more advantageous than those generally applicable to other investors in that Fund. For example, some investors, including the Advisers and the Related Parties to the extent they invest in the Funds, may receive the following terms and conditions that do not apply to other investors: a reduction, rebate or waiver of management fees, performance-based fees or allocations or withdrawal/redemption charges to be borne by the investors (or other terms); rights to receive reports from the Fund on a more frequent basis or that include information not provided to other Fund investors (including, without limitation, more detailed information regarding portfolio positions); special rights to make future investments in the Funds, including investments in Funds that are generally closed to additional investments; and such other rights as may be negotiated by those persons. The advisory agreements between non-Fund Clients and the Advisers are expected to be materially different, and in some cases materially more or less favorable, than the advisory agreements between the Funds and the Advisers and the terms on which Fund investors invest in the Funds.

Different Clients may have different portfolio managers. Each portfolio manager works separately to achieve the investment objectives of the Clients they manage. As a result, different portfolio managers may make different investment decisions about the same security, use different levels of leverage or take more or less concentrated positions in a particular security. The differences will likely result in different returns for Clients. The Clients managed by one portfolio manager may underperform the Clients managed by the other portfolio manager. The principal portfolio manager of each Client may delegate investment discretion over a portion of the Client's assets to other PFM investment

personnel, but will at all times retain ultimate investment discretion over the investment activities of each Client it manages.

#### Economic Interests of the Advisers' Personnel

The Advisers and their employees will have different economic interests in different Clients and, accordingly, may have incentives to favor certain Clients over other Clients or cause investments to be made, managed or realized in seeking the interests of such other Funds. Certain of the Funds may have substantial investment, directly or indirectly, by the Advisers' personnel or Related Parties. Additionally, portfolio managers and other employees receive different compensation with respect to different Clients. The personal investments and compensation structure may cause an employee to favor one Client over another.

The Advisers have discretion in determining which investments are made by the Clients (other than non-discretionary Clients, to which the Advisers provide only investment recommendations), sold to others or made by them or their affiliates, with or without the participation of any other person. The Advisers or their affiliates may be able to obtain more favorable terms in connection with some investments if one or more Clients do not participate. Therefore, the Advisers may be influenced to cause a Client not to make an investment even though participation might benefit that Client. Performance-based consideration that the Advisers and their affiliates receive from one Client may get a more favorable tax treatment than that from another Client. Related Parties may also make any investment, whether or not in competition with a Client or in a manner that would limit or eliminate a Client's opportunity to make the same or similar investment, without any accountability to that Client.

### **Item 12. Brokerage Practices**

#### Brokerage Practices

The Advisers have complete discretion to select the brokers, dealers and other financial intermediaries and counterparties ("Transacting Parties") used to effect transactions on behalf of the Funds (and other Clients that have engaged the Advisers in a discretionary capacity), and may select or recommend the selection of Transacting Parties as provided in their contracts with their other Funds. In selecting or recommending Transacting Parties to effect transactions, the Advisers may cause a Client to enter into arrangements pursuant to which the Client pays transaction costs in an amount greater than would be incurred if another Transacting Party were used. The Advisers are not required to solicit competitive bids or seek the lowest available commission or transaction costs.

In determining which Transacting Party to transact with, the Advisers consider various factors, such as quoted prices, liquidity, commissions and other execution or operational fees, research, general market commentary, economic information, portfolio strategy advice, industry and company commentary, technical data, recommendations, general reports, quotations and other market data or information, arrangement of meetings with the management of companies, on-line pricing, execution capabilities, including the ability to



execute transactions with appropriate levels of confidentiality, willingness to commit capital, trading and block positioning capabilities, quality of the operational infrastructure and frequency of operational errors or difficulties, error resolution, the adequacy of its trading infrastructure, technology, capital, quality and timing of investment opportunities presented to the Advisers or other brokerage and research services that may benefit the Advisers and their affiliates.

Certain Clients may select their own Transacting Parties through which to clear and hold their investments. The Advisers may also cause a Client to effect transactions with a Transacting Party that refers prospective Fund investors to the Adviser.

The Clients' positions may involve significant turnover, potentially resulting in substantial brokerage, custodial and other transaction expenses and fees.

#### Use of Soft Dollars and Commission Sharing Arrangements (CSAs)

At times, the Advisers may cause the Transacting Party executing a transaction for a Client to share the commission for that transaction with another Transacting Party that provides "research" or "brokerage" services and products to the Advisers. When it does so, it is said to be paying for those products and services with "soft dollars." The services received from Transacting Parties and paid for by that Client may be used by the Advisers and their affiliates, including in servicing other Clients, and certain of such services may not be used to benefit the Client paying the commission at all. The Advisers may receive soft dollars on principal as well as agency transactions with Transacting Parties. These benefits may influence the Advisers to select a Transacting Party to perform services for the Client, notwithstanding that the services could have been performed by another Transacting Party at a lower cost.

The Advisers are authorized to use soft dollars for a wide range of services and products and do not limit soft dollar activities to those that are protected by the Section 28(e) safe harbor. However, the Advisers seek to use soft dollars only to obtain services and products that constitute "research" and "brokerage" services within the safe harbor created by Section 28(e) of the 1934 Act. The Advisers may acquire, among others, the following types of "research" from Transacting Parties: written or oral analyses and reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; commentary about an industry or company; political and legislative intelligence reports; financial and industry publications; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; analytical software and services; proxy analysis services and systems; quotation services; conferences and seminars; and other products or services that may enhance the Advisers' investment decision-making. The Advisers may use soft dollars to acquire "brokerage" services and products (beyond "actual" execution) that include software used for such things as communicating orders and settlement related information electronically to executing Transacting Parties, post-trade matching of trade information, communicating allocation instructions, and other clearance and settlement functions.

In acquiring services or products with soft dollars, the Advisers have a conflict of interest – they have an incentive to cause a Client to pay higher compensation or brokerage fees, to use different Transacting Parties and to effect more transactions than it might otherwise do, possibly at a Client’s expense.

#### Prime Brokers and Custodians

The Advisers have selected and retained prime brokers and custodians for the Funds and other discretionary Clients. The prime brokerage agreements entered into by and among the Advisers, those Clients and prime brokers contain provisions that limit each prime broker’s liabilities to that Client and under which that Client must indemnify that prime broker. The Advisers may replace a prime broker or appoint additional prime brokers and custodians at any time. Some of the factors that the Advisers consider when selecting a prime broker may include price, clearance, settlement, error resolution, offering to the Advisers electronic access to data regarding its Clients’ accounts, the availability of stocks to borrow for short sale transactions, custody, recordkeeping, reputation, financial strength and stability and similar services and other matters involved in the receipt of prime brokerage services generally. Certain prime brokers also provide the Advisers with certain ancillary services, such as administrative services, capital introduction services, consulting services, portfolio reporting and access to electronic communications networks. These services may also be considered by the Advisers in selecting a prime broker. Although many prime brokers provide similar services to investment advisers in exchange for brokerage, custody and clearance fees and other charges, if the Advisers did not receive these services from the prime brokers, the Advisers would be required to pay for all or some portion of them. The Advisers are not required to direct a particular number of trades to any prime broker or to continue to use any prime broker as a Client’s custodian, but the Advisers may have an incentive to do so based on the prime broker’s prior and continued services. A Client may also maintain some of its assets at a bank or similar institution.

To the extent that the Advisers direct portfolio transactions to a prime broker, an account may be deemed to be paying for the trading, research and administrative services that prime brokers provide with “soft” or commission dollars. Any such administrative assistance may not fall within the safe harbor provided by Section 28(e). See the discussion of soft dollars above.

#### Allocation of Investment Opportunities

The Advisers use reasonable efforts to allocate investment opportunities (including new issues) in a manner that they believe is equitable over time among Clients, but there can be no assurance that a Client will participate in any particular investment opportunity or on an equal or *pro rata* basis with any other Client or Related Party. In determining how to allocate investment opportunities (including new issues) among Clients, the Advisers may consider, among other things: (a) investment objectives, strategies, time horizons or need for liquidity; (b) current portfolio holdings and weightings, (c) tax considerations or regulatory implications, (d) the amount of available capacity or risk characteristics or levels for a Client, (e) financing or legal constraints, (f) excessive costs relating to a Client’s investment strategies (g) the size of the investment opportunity and the amount available

for allocation and (h) other considerations, including any Client-specific investment guidelines or restrictions. The Advisers may allocate investment opportunities based on pre-defined allocation procedures. As a result, the Advisers may determine that certain investment opportunities are appropriate for certain Clients and not others. Furthermore, while limited investment opportunities, such as private investments, will generally be allocated among Clients in accordance with the foregoing, a Fund may offer certain investors—but not others—the option of participating in a particular private investment and such investors may include Related Parties.

#### Trade Aggregation

The Advisers determine the aggregation and allocation methodologies used. The Advisers may execute a single transaction and allocate portions of the executed trade among participating Clients. Although the Advisers anticipate that, overall, aggregating orders will benefit the participating Clients, aggregating orders may disadvantage a particular Client. Conversely, not aggregating orders may disadvantage a Client. In accordance with applicable regulations, the Advisers may allocate futures transactions made pursuant to investment strategies for certain accounts (including accounts in which the Advisers or their affiliates have an interest) after execution. These allocations will be made so that Clients are treated reasonably and non-preferentially over time.

#### Trading Errors

As described above, the Advisers may make errors when placing orders on a Client's behalf to buy, sell and otherwise trade with Transacting Parties.

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

Christopher M. James is the principal portfolio manager of Clients that deploy the “Thematic Growth,” “Global Long Alpha” and “Technology Perennial” investment strategies.

Brian D. Grossman is the principal portfolio manager of Clients that deploy the “Emerging Growth,” “Healthcare,” and “Therapeutics” strategies and a portfolio manager of the Clients that deploy the “Thematic Growth” and “Global Long Alpha” investment strategies.

Mr. Grossman and Mr. James are co-managing partners of the Advisers and co-portfolio managers of the Fund that deploys the “Private Investment” strategy.

Each portfolio manager is responsible for continuously reviewing the Clients that he manages. Among other factors, performance, liquidity, exposures, allocation, cash management, tax considerations, market prospects and individual issue prospects are considered. Particular attention may be given to changes in company earnings, industry outlook, macro outlook and price levels.

The Advisers provide Fund investors with monthly reporting information and annual audited financial statements.

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

The Advisers have engaged a placement agent to refer investors to certain “Healthcare” Funds, and have agreed to pay the placement agent a fee based on the net asset value of the investments of referred investors. The Advisers may use other placement agents for Client or Fund investor referrals in the future.

In addition, PFM is party to a client service/marketing agreement with one or more non-U.S. subsidiaries of AMG under which the non-U.S. AMG subsidiaries introduce PFM’s investment management services to prospective institutional clients/investors and/or provide reporting and other communication services to certain of such clients/investors, in each case, in various foreign jurisdictions. PFM pays the non-U.S. AMG subsidiaries a fee for these services. AMG may waive this fee at its discretion. The non-U.S. AMG subsidiaries are not broker-dealers, investment advisers, or any of the other financial institutions described in Item 7.A. of Form ADV Part 1A. Depending on the foreign jurisdiction, the non-U.S. AMG subsidiaries may be registered or exempt from registration, as appropriate, with the relevant foreign financial regulatory authorities. Other than the previously described services of certain Non-U.S. AMG subsidiaries, the Advisers do not directly compensate any person for client referrals (although, as discussed above, certain Transacting Parties may refer potential clients or Fund investors to the Advisers).

#### **Item 15. Custody**

Pursuant to Rule 206(4)-2 of the Advisers Act and the SEC’s related guidance, the funds and securities of the Funds are generally held by qualified custodians. Those custodians are not affiliates of the Advisers. Fund investors receive annual financial statements audited by an independent public accounting firm for the Funds in which the investors have invested. The Advisers urge Fund investors to carefully review such statements. The Advisers do not have “custody” (as that term is defined in the Advisers Act) of the funds or securities of any non-Fund Clients.

The audited financial statements will be prepared in accordance with U.S. generally accepted accounting principles and distributed within 120 days of the Fund’s fiscal year-end.

#### **Item 16. Investment Discretion**

The Advisers exercise discretion in managing the Funds and may or may not have the authority to exercise discretion over the assets of their other Clients depending on the relevant advisory agreement. Any such discretion may be limited by the particular Client’s investment objectives, policies and strategies disclosed in its Offering Documents (with respect to a Fund) or described in the investment advisory agreement with the Client.

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

The Advisers exercise sole discretion in casting proxy votes for the Funds and may or may not have the authority to exercise discretion over casting proxy votes for their other Clients depending on the relevant advisory agreement. The Advisers have adopted a proxy voting

policy intended to satisfy the requirements of Rule 206(4)-6 of the Advisers Act. The following is a summary of the key provisions:

- The Advisers will seek to vote proxies on a best efforts basis and when doing so, in the best interest of the Clients.
- The Advisers have retained a third-party service provider to provide research, recommendations, voting and record-keeping services with respect to the Client's securities for which the Advisers have proxy voting authority.
- While the Advisers may assess each proxy on a case-by-case basis, they will generally vote with management in situations where the third-party service provider and management recommendations are alike.
- The Advisers may choose not to vote if doing so would be costly or impractical or they otherwise deem it unnecessary or unwarranted for any other reason.
- If the Advisers identify that a material conflict of interest exists with respect to a proxy, the Advisers will seek to not place their interests ahead of their Clients' in voting such proxy.

Clients may obtain a copy of the Advisers' proxy voting policy and information on how they voted their securities holdings by contacting the Advisers' Compliance Department at (415) 281-1000.

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

The Advisers do not believe that there is any information required by this item.

#### **Item 19. Requirements for State-Registered Advisers**

The Advisers do not believe that there is any information required by this item.