

Regent Investment Management LLC

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1/1/2019

Form ADV Part 2A—Firm Brochure

This brochure provides information about the qualifications and business practices of Regent Investment Management LLC. If you have questions about the contents of the brochure, please contact us at the above address or steve@regentinvest.com. 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 Regent Investment Management LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Material Changes Since the Last Update

Our last brochure was dated January 1, 2018. Our assets under management as of December 31, 2018 were \$378.0 million, from \$405.1 million as of December 31, 2017.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 502-719-1000 or by email at steve@regentinvest.com.

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Item 4 Advisory Business

Regent Investment Management LLC (“Regent”) began operations in mid-2012. Regent’s founding principals have provided the services described herein since 1997. Regent’s principal beneficial owners are Martin N. McClelland, Steven T. Naiser, and Mary D. Jones.

We provide investment supervisory services to and manage investment advisory accounts for individuals, institutions and various other types of entities using a variety of strategies. In the course of our relationship with our clients, we might opine, or be asked to opine about tax, estate planning, or other financial matters, and/or we might share our opinions on such matters with our clients’ tax, legal, and estate planning representatives. Such opinions, when offered, are based on our experience in the investment advisory profession and our exposure to financial matters. We do not provide, nor do we hold ourselves out as providing, financial planning, estate planning, legal, or tax services. Neither we, nor any of our representatives, serve as an attorney or an accountant, and no portion of our services should be construed as such. In providing investment supervisory services, our strategies include:

- separately-managed accounts for individual client investment objectives,
- momentum strategy, and
- tax-managed strategy.

In providing portfolio management services, Regent uses various types of instruments including:

- equity and equity-like securities,
- warrants,
- corporate debt securities,
- commercial paper,
- certificates of deposit,
- municipal securities,
- mutual fund shares,
- private funds,
- U.S. government securities, and
- options and futures contracts and other derivative securities.

For our affiliated private funds, we may also short sell stocks, selling a stock we do not own, and purchasing, or buying it back, later.

Each client completes an investment questionnaire as part of opening an account. Regent manages money for clients with individually managed accounts according to their investment goals and risk tolerance. Clients may impose restrictions on investing in certain securities or types of securities. On an ongoing basis, it is the responsibility of each client to notify Regent if there is any change in

their financial situation or investment goals and risk tolerance that may result in reviewing and/or revising Regent's recommendations. Monies invested in one of our private funds are managed according to the strategy for the particular fund.

Unaffiliated Private Funds. As part of our portfolio management services, Regent may provide investment advice regarding unaffiliated private investment funds ("unaffiliated private funds").

Where appropriate for the client's investment objectives, we may recommend on a non-discretionary basis that certain qualified clients consider an investment in unaffiliated private funds. The terms and conditions for participation in these unaffiliated private funds, including the funds' charged management and incentive fees, conflicts of interest, and risk factors, are set forth in the funds' offering documents. Our role related to these unaffiliated private funds will be limited to initial and ongoing due diligence and monitoring services. Clients will review the funds' offering documents and consider their willingness and ability to accept the funds' terms and conditions and risk factors before determining whether to invest. If a client determines to become an investor in one of these unaffiliated private funds, the amount of assets in the fund shall be included as part of the client's assets for the sole purpose of calculating our investment management fee. Regent's clients are under no obligation to consider or make an investment in an unaffiliated private fund. The solicitation of offers to purchase interests in the funds will only be made pursuant to a private offering memorandum and related documents.

Affiliated Private Funds. As discussed further below, Regent serves as the general partner for two limited partnerships (referred to interchangeably in this brochure as "limited partnerships" and "affiliated private funds"). Participation in these affiliated private funds is intended only for qualified persons or entities willing and financially able to assume the risks of a speculative investment with limited liquidity. We may, on a non-discretionary basis, recommend that qualified clients consider allocating a portion of their investment assets to these affiliated private funds. The terms and conditions for participation in these affiliated private funds, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the funds' offering documents. Regent's clients are under no obligation to consider or make an investment in these affiliated private funds. The solicitation of offers to purchase interests in the funds will only be made pursuant to a private offering memorandum and related documents.

Conflict Of Interest. Because Regent can earn compensation from our affiliated private funds (both management fees and performance-based fees) that may exceed the fee that Regent would earn under its percentage of assets under management fee structure referenced in Item 5 below, the recommendation that a client consider allocating a portion of their investment assets in an affiliated private fund presents a conflict of interest. No client is under any obligation to become a Fund investor.

Risks Associated with Affiliated and Unaffiliated Private Funds: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set

forth in each fund's offering documents, which will be provided to each prospective fund investor for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective fund investor will be required to complete a subscription agreement, pursuant to which the investor shall establish that the investor is qualified for investment in the fund, and acknowledges and accepts the various risks that are associated with such an investment.

Regent managed \$378.0 million in client assets as of December 31, 2018. These assets are managed primarily on a discretionary basis, although some assets may be non-discretionary.

Item 5 Fees and Compensation

Separately Managed Accounts for Individual Client Investment Objectives

Regent offers a percentage of assets under management fee structure for its accounts separately managed for your investment objectives. We generally receive an annual management fee equal to 1% of the closing value of the assets under our investment management, payable as set forth below. The fee is reduced at certain breakpoints for certain large accounts and in other specific circumstances. Currently, for certain asset classes and advisory relationships, the annual fee is reduced to within a range of 0.25% to 0.90%. The fee is payable quarterly in advance (relating to the **future** time period) within the first thirty days after the end of each quarter and is equal to one-fourth of the applicable annual fee percentage multiplied by the closing value of your assets for the last full monthly period immediately preceding the last month of the quarterly period (i.e., the second month of the quarterly period). Your assets will be priced as reported on the statement sent to you by your custodian bank, trust company or brokerage firm, or as published by Interactive Data Corporation, Bloomberg, Yahoo! ® Finance, The Wall Street Journal or such other source we may determine in good faith in our sole discretion on a consistent basis. Certain clients, by agreement, pay management fees quarterly in arrears (relating to the **past** time period). You may select whether you prefer fees to be deducted directly from your account or to be billed for fees incurred. Although we have established the aforementioned fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, and account composition, among other factors. From time to time, we may waive our management fees for principals and officers of our firm as well as their family members.

If your assets are invested in mutual funds or exchange-traded funds you will pay both a direct management fee to Regent and indirect fees to the fund managers through the funds.

If your assets are invested in an unaffiliated private fund, you will pay both a direct management fee to Regent and indirect fees to the fund sponsor through the unaffiliated private fund.

Fees for the quarter in which the account is opened or terminated will be prorated. For new accounts, the prorated fee will be calculated based on the closing value of your assets on the date the account was opened and funded, priced as reported by your custodian bank, trust company, or brokerage firm, or as published by Interactive Data Corporation, Bloomberg, Yahoo! ® Finance, The Wall Street Journal or such other source we may determine in good faith in our sole discretion on a consistent basis.

You will also incur any custodial fees and brokerage and other transaction costs related to trading in your account (for further explanation, please see **Item 12 Brokerage Practices**).

Momentum Strategy – Individually Managed Accounts

Regent offers a percentage of assets under management fee structure for its individually managed accounts invested using the momentum strategy. We generally receive an annual management fee equal to 1.0% of the closing value of the assets under our investment discretion, payable as set forth below. Currently, for certain accounts, the fee is reduced to within a range of 0.75% to 0.9%. The fee is payable quarterly in advance (relating to the **future** time period) within the first thirty days after the end of each quarter and is equal to one-fourth of the applicable annual fee percentage multiplied by the closing value of your assets for the last full monthly period immediately preceding the last month of the quarterly period (i.e., the second month of the quarterly period). Your assets will be priced as reported on the statement sent to you by your custodian bank, trust company or brokerage firm, or as published by Interactive Data Corporation, Bloomberg, Yahoo! ® Finance, The Wall Street Journal or such other source we may determine in good faith in our sole discretion on a consistent basis. Certain clients, by agreement, pay management fees quarterly in arrears (relating to the **past** time period). You may select whether you prefer fees to be deducted directly from your account or to be billed for fees incurred. Although we have established the aforementioned fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, and account composition, among other factors. We may, from time to time, waive our management fees for our principals, officers and their family members.

If your assets are invested in mutual funds or exchange-traded funds you will pay both a direct management fee to Regent and indirect fees to the fund managers through the funds.

Fees for the quarter in which the account is opened or terminated will be prorated. For new accounts, the prorated fee will be calculated based on the closing value of your assets on the date the account was opened and funded, priced as reported by your custodian bank, trust company, or brokerage firm, or as published by Interactive Data Corporation, Bloomberg, Yahoo! ® Finance, The Wall Street Journal or such other source we may determine in good faith in our sole discretion on a consistent basis.

You will also incur brokerage and other transaction costs related to trading in your account (for further explanation, please see **Item 12 Brokerage Practices**).

Retirement Rollovers and Employer-Sponsored Retirement Accounts

A client or prospective client is under no obligation to engage Regent as the investment adviser for their retirement rollover and/or employer-sponsored retirement accounts. If a client does not engage Regent as the investment adviser and continues to self-direct their retirement account at their employer, the client will not incur a separate advisory fee as discussed above in this Item 5.

Termination of Individually Managed Accounts. Under Regent's current form of investment advisory agreement, either party can terminate the agreement upon 30 days' prior written notice to the other party. If you have paid any management fees in advance, upon termination of the investment advisory agreement, we will refund to you a pro rata portion of the management fee as of the termination date. For example, if you pre pay your fee for a three month billing period but terminate at the end of two months, one-third of your fees will be refunded.

Affiliated Private Funds

Regent serves as the general partner of two limited partnerships. Participation in these affiliated private funds is intended only for qualified persons or entities willing and financially able to assume the risks of a speculative investment with limited liquidity.

The affiliated private funds provide a percentage of assets under management and performance-based fee structure. Performance-based fees are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended.

Regarding the affiliated private fund using the momentum strategy, Regent receives an investment performance allocation generally equal to an amount no greater than 20% of the calendar year increase in the account's allocated net assets in excess of a presumed investment return of 8% ("excess return"). However, the performance fee reallocation will be subject to a "high watermark" provision (see example below at the end of this Item 5). If your account value at the beginning of the calendar year is below your "high watermark," or highest previous year-end value, the amount reallocated from your capital account to Regent for the year will be 20% of the amount by which the "excess return" exceeds the amount by which your account began the year below your "high water mark." If the "excess return" is not greater than the amount by which your account began the year below your "high water mark," the amount reallocated from your capital account to Regent for the year will be \$0. In addition, a withdrawal from your capital account results in a proportional decrease in the "high watermark" provision.

High Watermark Example (not based on actual performance)

A client makes an initial contribution of \$1000 on 01/01/2016. Following are the account values for each year ending in 2018 (figures rounded to the dollar).

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
Invest Year	Limited Partner Capital Account	Net Capital Appreciation/ (Depreciation)	Presumed Return 8%	Excess Return	Investment Performance Allocation Paid	Capital Account Net Performance Allocation	High Water Mark	Amount Ending Value Is Below High Water Mark
					(D-PRIOR YEAR H) x 20%	(PRIOR YEAR F+B- E)		(G-F)
01/01/16	\$1000					\$1000	\$1000	\$0
12/31/16	\$1330	\$330	\$80	\$250	\$50	\$1280	\$1280	\$0
12/31/17	\$1250	(\$30)	\$102	\$0	\$0	\$1250	\$1280	\$30
12/31/18	\$1600	\$350	\$100	\$250	\$44	\$1556	\$1556	\$0

The initial contribution is \$1000. In 2016, the client's account value increases by \$330 to \$1330. The presumed return of 8% on the \$1000 beginning value is \$80, so the client's excess return is \$250 (\$330 minus \$80). The client pays a 20% performance allocation (\$50) on the \$330 of allocated profits. The client's 2016 ending value is \$1280 (\$1330 minus \$50 performance fee).

In 2017, the client's account value decreases to \$1250 due to allocated losses of \$30. Because there is no "excess return," no performance allocation is taken. The client's ending value is \$30 less than the "high watermark" or previous year-end high value of \$1280. In 2018, the client's account value increases \$350 to \$1600, above the previous "high watermark." The presumed return of 8% on the \$1250 beginning value is \$100, so the client's excess return is \$250 (\$350 minus \$100). The client pays a performance allocation on only \$220 of the \$350 of allocated profits (excess return of \$250 minus \$30 that client's account began the year below the previous "high watermark.") The \$220 of profits is charged the 20% performance allocation of \$44 (\$220 times .20). The client's 2018 ending value is \$1556 (\$1600 minus \$44 performance fee). As this is a new year-end high, the client's "high watermark" is reset to \$1556.

Regarding the affiliated private fund using the tax-managed strategy, we receive an investment performance allocation generally equal to the **lesser** of: a) 20% of the account's calendar year increase in allocated net assets, if any (your "net capital increase" represented by column B in the example below), and b) 25% of the amount by which the "net capital increase" exceeds the increase in the S&P 500 Index on a percentage basis (your "excess return," represented by column D in the example below). However, the performance fee reallocation will be subject to "high watermark" and "loss carryforward" provisions (represented by columns G and H, respectively, in the example below). In a year in which your account has net losses and the S&P 500 Index has a gain, you will accumulate a "loss carryforward" equal to your net loss. In a year in which both your account and the S&P 500 Index have losses, and your account has net losses that exceed those of the S&P 500

on a percentage basis, you will accumulate a “loss carryforward” equal to the amount of your excess net loss. These “loss carryforwards” accumulate and are offset in future years by any net profit that your account earns in excess of any gain in the S&P 500 Index on a percentage basis. These “loss carryforwards” are accounted for so that you always recover any excess losses before we receive any performance allocation. If your account value at the end of the calendar year is not above your “high watermark,” or highest previous year-end value, the amount reallocated from your capital account to Regent for the year will be \$0. If your account value at the end of the calendar year is above your “high watermark,” we will calculate the performance allocation two ways (see below), and we will receive the **lesser** of these two calculations:

Performance Allocation Calculation #1: If your “excess return” is less than your “loss carryforward,” if any, the performance allocation under this calculation is \$0. If your “excess return” is greater than your “loss carryforward,” your “loss carryforward” is subtracted from your “excess return” and the performance allocation equals 25% of the remaining “excess return.”

Performance Allocation Calculation #2: If your account’s “net capital increase” is less than your “loss carryforward,” if any, the performance allocation under this calculation is \$0. Otherwise, your “loss carryforward” is subtracted from the “net capital increase” and the performance allocation equals 20% of the remaining increase in your account’s allocated net assets.

In addition, a withdrawal from your capital account results in a proportional decrease in the “high water mark” and “loss carryforward” provisions.

High Watermark and Loss Carryforward Examples (not based on actual performance)

A client makes an initial contribution of \$1000 on 01/01/2014. Following are the account values for each year ending in 2018 (figures rounded to the dollar).

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
Invest Year	Limited Partner Capital Account	Net Capital Increase/ (Decrease)	Presumed Return At S&P 500 Return %	Excess Gain / (Loss)	Investment Performance Allocation Paid Lesser of (B-PRIOR YEAR H) x 20% , and (D-PRIOR YEAR H) x 25%	Capital Account Net Performance Allocation (PRIOR YEAR F+B-E)	High Water Mark	Loss Carry Forward Cumulative
01/01/14	\$1000					\$1000	\$1000	\$0
12/31/14	\$1330	\$330	\$130	\$200	\$50	\$1280	\$1280	\$0
12/31/15	\$1270	(\$10)	\$64	(\$10)	\$0	\$1270	\$1280	\$10
12/31/16	\$1230	(\$40)	(\$20)	(\$20)	\$0	\$1230	\$1280	\$30
12/31/17	\$1275	\$45	\$20	\$25	\$0	\$1275	\$1280	\$5
12/31/18	\$1395	\$120	\$19	\$101	\$23	\$1372	\$1372	\$0

The initial contribution is \$1000. In 2014, the client's account value increases by \$330 to \$1330. The S&P 500 return for 2014 is 13%, giving a presumed return of \$130 on the \$1000 beginning value, so the client's excess return is \$200 (\$330 minus \$130). The client pays a performance allocation equal to the lesser of 25% of the \$200 excess return (i.e., \$50) or 20% of the \$330 of allocated profits (i.e., \$66). Thus, the client pays \$50 on the \$330 of allocated profits. The client's 2014 ending value is \$1280 (\$1330 minus \$50 performance fee), setting a new "high watermark" of \$1280.

In 2015, the client's account value decreases to \$1270 due to allocated losses of \$10. No performance allocation is taken. The S&P 500 return for 2015 is 5%, giving a presumed return of \$64 on the \$1280 beginning balance. The client's loss in a year when the S&P 500 return was positive creates a "loss carryforward" in the amount of the loss (\$10). The client's "high watermark" remains at the previous year-end high value of \$1280.

In 2016, the client's account value decreases \$40 to \$1230. No performance allocation is taken. The S&P 500 return for 2016 is -1.57%, giving a presumed loss of \$20 on the \$1270 beginning balance. The client's loss exceeds the presumed loss at the S&P 500 return by \$20 (\$40 - \$20), creating a cumulative "loss carryforward" in the amount of \$30 (previous loss carryforward of \$10 plus additional excess loss of \$20). The client's "high watermark" remains at the previous year-end high value of \$1280.

In 2017, the client's account value increases \$45 to \$1275. The value is not above the client's "high watermark" of \$1280, so no performance allocation is taken. The S&P 500 return for 2017 is 1.62%, giving a presumed return of \$20 on the \$1230 beginning balance, so the client's excess return is \$25 (\$45 minus \$20). The client's excess return of \$25 reduces the cumulative "loss carryforward" to \$5 (previous loss carryforward of \$30 minus excess return of \$25). The client's "high watermark" remains at the previous year-end high value of \$1280.

In 2018, the client's account value increases \$120 to \$1395. The value is above the client's "high watermark" of \$1280. The S&P 500 return for 2018 is 1.5%, giving a presumed return of \$19 on the \$1275 beginning value, so the client's excess return is \$101. The first \$5 of the client's excess return reduces the client's cumulative "loss carryforward" to \$0, and the client pays a performance allocation only on remaining return. The client pays a performance allocation equal to the lesser of 25% of the \$96 excess return after deducting the "loss carryforward" ($\$101 - \$5 = \$96 \times 25\% = \24.00) or 20% of the net capital increase after deducting the "loss carryforward" ($\$120 - \$5 = \$115 \times 20\% = \23). Thus, the client pays \$23 on the \$120 of allocated profits. The client's 2018 ending value is \$1372 (\$1395 minus \$23 performance fee). As this is a new year-end high, the client's "high water mark" is reset to \$1372.

Additional Capital Contributions into the Affiliated Private Funds

If you make an additional contribution into one of the affiliated private funds, we will create a “sub-account” for that additional contribution, such that the presumed return, the “high watermark,” and the “loss carryforward” (if applicable) are calculated separately for the additional contribution. The presumed return is calculated only for the portion of the calendar year that the additional contribution was invested. All of your sub-accounts that finish a calendar year at new year-end high values and with \$0 loss carryforward will be combined into a single account for the following calendar year.

Regent, in our sole discretion, may waive the monthly management fee and the investment performance reallocation in whole or in part from time to time with respect to any partner. We may from time to time waive our fees for our principals, officers, and their family members who are limited partners.

As a limited partner, you will also incur brokerage and other transaction costs as well as expenses (such as accounting, auditing and legal) related to trading in the affiliated private funds (for further explanation, please see **Item 12 Brokerage Practices**).

Withdrawals from Affiliated Private Funds. If you invest in one of the limited partnerships for which Regent serves as the general partner, you may redeem your interest in the limited partnership as of the last day of any calendar month upon 30 days’ prior written notice. We can cause the limited partnership to redeem your interest in whole or in part at any time upon 5 days’ prior notice to you.

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

Regent receives performance-based fees from the investors in the affiliated private funds it manages. Currently, we do not charge performance-based fees from any of the separately managed accounts. This presents a potential conflict of interest because the compensation Regent receives for some accounts may exceed the compensation it receives for others, thereby providing an incentive for us to prefer certain accounts when making trading decisions and allocating trades among accounts. To address this conflict, Regent allocates trades across accounts in a manner designed to ensure that each allocation is consistent with our clients’ investment objectives.

Item 7 Types of Clients

Regent’s clients include:

- individuals,
- pension and profit sharing plans,
- charitable organizations,
- trusts,
- estates,
- corporations, and

- other pooled investment vehicles.

Subject to waiver under certain circumstances, Regent requires a minimum investment in its affiliated private funds and in separate accounts managed under the same strategy of \$200,000.

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

Methods of Analysis

Regent uses charting, cyclical, fundamental and technical analysis for making trading decisions in each of our strategies.

You can lose money, potentially your entire investment, by investing in securities. There is no guarantee of positive results, and you should be prepared to bear any losses that result.

Separately-Managed Accounts for Individual Client Investment Objectives

Regent manages separate accounts for taxable and tax-exempt clients on a discretionary and, from time to time, on a non-discretionary basis. We will invest according to your investment objectives using a limited power of attorney executed by you. Regent cannot guarantee that it will achieve your investment objectives. From time to time, and with prior written notice, clients may invest assets in their account or direct us in the investment of assets in their account.

The funds and securities of your account are held by a bank, trust company, or brokerage firm chosen by you.

Regent invests primarily in publicly-traded equity securities, principally common stocks, but to a lesser degree convertible preferred stocks, mutual funds, exchange-traded funds and other securities with equity characteristics. We may also invest in corporate bonds as well as government, agency, and municipal bonds. We may also recommend investments in unaffiliated private funds on a non-discretionary basis. We may also hold a portion of your assets in cash and money market instruments.

Regent seeks to invest with a long-term focus, identifying securities primarily in quality issuers and purchasing them at attractive prices. We will generally sell securities if we believe they have become overvalued, the issuer's business outlook deteriorates and such deterioration is not reflected in the security price, or for asset allocation or tax planning purposes.

Clients of this strategy include individuals and institutions. While a review of your personal and financial circumstances is completed at the onset (and periodically thereafter), all decisions relating to investment transactions with regard to your managed account are made at the discretion of Regent, unless you give us prior written notice.

Regent manages each client's account separately and thus might make investment transactions in one or more client accounts that differ from such transactions in your account with respect to securities, price, and investment timing, among other things. The considerations that are included in our investment decisions with regard to your account, which might differ from our investment decisions in other clients' accounts, include but are not limited to your investment objectives and risk tolerance, any restrictions on investing in certain securities or types of securities that you have imposed, the amount of uninvested cash in your account, your upcoming cash needs, the amount of exposure that you have to a specific security, a similar security, and/or the security's industry sector, and the tax ramifications of the investment decision.

When we manage more than one account for you, and when your investment objectives support doing so, we may take a holistic approach, considering all of your accounts as one single portfolio when making investment decisions. With this approach, each of your accounts individually may not hold the same securities, nor the same number of securities, and therefore each account's investment performance may differ. We will take this approach when in our judgment it is advantageous to you in reducing transaction costs, and/or when one or more securities is more suitable from a taxation or other standpoint in one of your accounts vs. another.

Momentum Strategy

Regent manages portfolios of publicly traded equity and equity-like securities for taxable and tax-exempt clients using a strategy based on sector and asset class momentum. The investment objective under this strategy is to generate a positive absolute rate of return over time combined with risk control through investments in industry sectors and asset classes. Regent uses a proprietary, momentum-based sector and asset class rotation model for this strategy. We cannot guarantee we will achieve the investment objective.

Regent invests this portfolio principally via sector- and asset class-focused mutual funds and exchange-traded funds. In the future, we may invest in individual issuers of publicly-traded equity and debt securities. If there is an insufficient number of industry sectors and asset classes exhibiting sustained momentum, we may hold a portion of assets in cash and money market instruments. Regent does not currently engage in short sales of securities in this portfolio, but we may do so in the future.

Regent buys and sells securities such that the portfolio is turned over on average three times each year.

Clients of this strategy include institutions and individuals. Also using this strategy, Regent serves as general partner of a limited partnership and advises this entity as to its investments in securities. We may, on a non-discretionary basis, recommend that qualified clients consider allocating a portion of their investment assets to this affiliated limited partnership.

Tax-Managed Strategy

Regent serves as general partner of a limited partnership, managing a portfolio of publicly traded equity and equity-like securities using a tax-managed strategy designed to outperform the market over long periods of time. The investment objective under this strategy is to generate a relatively high after tax rate of return. There can be no assurances that we will achieve the investment objective.

Regent uses fundamental analysis and technical analysis to select primarily growth stocks with a value component. We invest primarily in publicly-traded equity securities, principally common stocks, and publicly-traded stock option contracts. We invest primarily in equity securities of domestic issuers, but may also invest in the equity securities of issuers located in a broad range of developed and emerging countries listed on foreign and domestic exchanges. We also buy and sell put and call options. In addition to stocks and options, we may also invest in securities of every kind and nature, including but not limited to mutual funds, exchange-traded funds, notes, bonds, and other securities. If there are an insufficient number of available securities meeting our purchase criteria, we may also hold a portion of assets in cash and money market instruments.

Regent buys and sells securities such that the portfolio is turned over on average on an annual basis.

We advise this entity as to its investment in securities. Clients of this strategy include institutions and individuals. We may, on a non-discretionary basis, recommend that qualified clients consider allocating a portion of their investment assets to this affiliated limited partnership.

Trade Errors

Regent has a written policy for dealing with the gains and losses associated with trading errors in its client accounts. In particular, Regent is required to make clients whole, communicate adverse errors to clients with separately managed accounts, and document the errors in a trade error file. Regent makes clients whole by crediting gains to their accounts and reimbursing any losses.

Risks

Investors in the limited partnerships have restricted liquidity. Withdrawals can only be made as of the first business day of any month with thirty days' prior written notice. Risks associated with investment in each of the limited partnerships can be found in each limited partnership's respective private offering memorandum.

The tax-managed and momentum strategies may short sell securities. Short selling involves selling securities which are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by

purchases at market prices to close out the short position, any appreciation in the price of the borrowed securities at the time of replacement would result in a loss. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. A short sale involves the unlimited risk of an increase in the market price of the securities sold short.

Item 9 Disciplinary Information

There have been no disciplinary or legal actions taken against Regent or any member of Regent.

Item 10 Other Financial Industry Activities and Affiliations

In addition to his responsibilities at Regent, one of Regent's principals – Martin N. McClelland – also serves as Chairman of the Board of Directors of Enterprise Angels Community Fund I LLC ("EACF"), and on the advisory board of Bluegrass Angel Venture Fund IV, LLC ("BAVF"), both pooled investment funds investing in private companies in the state of Kentucky. Mr. McClelland serves EACF and BAVF on a strictly volunteer basis, without compensation. (Regent principals, including Mr. McClelland have chosen to invest personally in EACF and BAVF.) While Mr. McClelland's efforts with EACF and BAVF are generally undertaken on personal time and/or outside of normal market hours, his involvement with EACF and BAVF presents a conflict of interest in that it may require some of Mr. McClelland's time that would otherwise be spent on the affairs of Regent's business, including servicing and managing client accounts. To address this conflict, Regent's Chief Compliance Officer monitors Mr. McClelland's involvement with EACF and BAVF. Furthermore, each Regent portfolio manager is able to assist in the servicing and management of any client account consistent with the client's stated investment objectives.

In addition to her responsibilities at Regent, one of Regent's principals – Mary D. Jones – also provides independent consulting services for the coordination of initiatives within the complete investment, tax, philanthropic, and estate plans for a family for whom Ms. Jones provided these services before she joined Regent. These services are not among the services that Regent offers to other clients. These independent activities present a conflict of interest in that they require some of Ms. Jones's time that would otherwise be spent on the affairs of Regent's business, including servicing and managing client accounts. To address this conflict, each Regent portfolio manager is able to assist in the servicing and management of any client account consistent with the client's stated investment objectives.

Regent manages and is the general partner of two limited partnerships. Regent's advisory clients may invest in these limited partnerships; however, because investment in these limited partnerships may involve certain additional degrees of risk, investment is only appropriate when consistent with the client's stated investment objectives, tolerance for risk, liquidity, and suitability. Clients are

under no obligation to invest in either of these limited partnerships or to implement any advisory recommendations.

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

Regent requires its officers, employees, and principals to annually submit a report of their securities holdings and to certify that they have complied with our Code of Ethics (“Code”), adopted pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended. The Code sets forth our expectations with respect to certain aspects of each person’s relationship with Regent.

The Code addresses, among other things, conflicts of interest, personal trading of securities, insider trading, compliance procedures and potential sanctions for violations of the Code. The Code is designed to prevent fraudulent, deceptive and manipulative practices as well as institute procedures to prevent violations of the Code. You may obtain a copy of Regent’s Code by contacting our Chief Compliance Officer.

Regent does not plan to purchase or sell securities for its own account. Our principals and officers, and their immediate family members, may be limited partners in one or more of the partnerships for which we serve as general partner. They may from time to time maintain a separate account for which we serve as investment adviser along with our management of other client accounts.

Regent's Code provides that officers and employees may not trade publicly-traded securities unless each such trade is approved in advance by our Chief Compliance Officer or its designee. Regent’s personal trading policy provides that generally no officer or employee may trade a security at any time within one trading day before (and in certain circumstances within one trading day after) the date a client’s account for which the firm is responsible executes a trade with respect to such security, unless none of the trades is material in size for the security as set forth in the policy’s criteria. Regent’s personal trading policy does not apply to open-ended mutual funds, for which pricing is based on the fund’s net asset value as determined at the close of trading.

Trades at the direction of Regent in accounts or partnerships managed by us are not subject to the personal trading restrictions described above. All officers, employees, and principals are required to submit reports to the Chief Compliance Officer of all trades in equity securities not later than 30 days after the end of each calendar quarter.

Item 12 Brokerage Practices

Regent will be responsible for placing all orders for the purchase and sale of portfolio securities for our clients.

Separately Managed Accounts for Individual Client Investment Objectives, and Momentum Strategies

Clients with accounts invested in accordance with their individual investment objectives are asked to designate the brokers through which their transactions are executed. Regent reserves the right to limit the extent to which these clients may designate brokers or dealers for the execution of their transactions. Client direction of brokerage may limit or eliminate our ability to negotiate commissions or obtain the best price and execution. It may also result in a disparity in commission charges among clients. For example, such direction may limit our ability to negotiate volume commission discounts on aggregated orders, costing you more money.

If the client requests that the Regent recommend a broker-dealer/custodian for execution and/or custodial services, Regent generally recommends Charles Schwab & Co. (“Schwab”) and/or Fidelity Investments (“Fidelity”). Prior to engaging Regent to provide investment management services, the client will be required to enter into a separate custodial/clearing agreement with the designated broker-dealer/custodian.

Factors that Regent considers in recommending Schwab and/or Fidelity (or any other broker-dealer/custodian) to clients include the broker-dealer’s/custodian’s historical relationship with Regent, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Regent’s clients shall comply with the Regent’s duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Regent determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determining factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Regent will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Regent’s investment management fee. Regent’s best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Regent may receive from *Schwab and/or Fidelity* (or another broker-dealer/custodian, investment manager, platform or fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist Regent to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Regent may be investment-related research, pricing

information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software, and other products used by Regent in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that may be received may assist Regent in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Regent to manage and further develop its business enterprise.

Regent's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab and/or Fidelity* as a result of this arrangement. There is no corresponding commitment made by Regent to *Schwab and/or Fidelity* or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

With respect to certificates of deposit, bonds, and other debt instruments, where availability of investible securities, liquidity, and/or security pricing can vary from broker to broker, Regent may execute transactions through a brokerage firm, bank, or trust company other than the broker designated by the client, where doing so would in Regent's judgment benefit the client. In this event, the client generally will incur both a fee (a trade commission or mark-up/mark-down) charged by the executing broker-dealer and a separate "tradeaway" and/or prime broker fee charged by the account custodian.

Regent does not normally undertake trade aggregation (or "block trading") for clients with accounts invested in accordance with their individual investment objectives. In some cases, we may aggregate trades for multiple clients through the same client-directed broker for the purpose of order entry efficiency. Executed block trades are allocated to client accounts on an average-cost basis. If a block trade does not execute in full, we will make a reasonable allocation of the partially-executed block, based on these factors:

- available cash in your account; and/or
- current holdings in your account (*i.e.*, most pressing need or lack thereof for your exposure to the stock and/or the industry sector); and/or
- prorata allocation.

With respect to the tax-managed and momentum strategies, all transactions are executed through the custodians for the limited partnerships using these strategies.

Item 13 Review of Accounts

Momentum Strategy

Portfolio managers review client portfolios invested with the momentum strategy each morning. Portfolio holdings are evaluated against the buy, hold, and sell indications of Regent's proprietary sector and asset class rotation model. Desired portfolio changes are identified by the portfolio managers before the trading day begins. For individually managed accounts invested according to this strategy, the client receives regular monthly statements from the client's custodian bank, trust company, or brokerage firm selected by the client and approved by us. In addition, the client receives trade confirmations for each security transaction from the executing broker. For the limited partnership invested according to this strategy, Regent sends each limited partner a newsletter each month which includes monthly valuation and performance figures for the partnership. Each limited partner also receives a monthly statement which includes valuation figures for the limited partner's account.

Tax-Managed Strategy

Portfolio managers review client portfolios invested with the tax-managed strategy each morning. Portfolio holdings are evaluated on a technical and fundamental basis. Desired portfolio changes are identified throughout each trading day by the portfolio managers based upon market information, including pricing and company-specific news such as earnings reports. Regent sends each limited partner a newsletter each month which includes monthly valuation and performance figures for the partnership. Each limited partner also receives a monthly statement which includes valuation figures for the limited partner's account.

Separately Managed Accounts for Individual Client Investment Objectives

The review of client portfolios separately managed in accordance with the client's individual investment objectives varies because of differences in client guidelines, client circumstances and the timing of investments.

The firm periodically scrutinizes the various securities held in these portfolios. If a reason to reevaluate any investment is found, the security is then reviewed. Investments in this strategy are longer term in nature. Typically, the various securities held in client portfolios are reviewed at least once each business day by a portfolio manager. However, every client portfolio is generally reviewed at least once each week.

At your request, a Regent portfolio manager will meet personally with you and review account performance and general market outlook. You will receive monthly or quarterly statements by mail or electronically from the custodian bank, trust company or the brokerage firm selected by you and

approved by us. You also receive trade confirmations for each security transaction from the executing broker.

Item 14 Client Referrals and Other Compensation

Regent has entered into an agreement in the past with one or more third parties who refer clients to us. While we do not have any such agreements at the present, we could enter into such agreements in the future. Under such agreements, we compensate these persons with a percentage of our management fee and/or the investment performance allocation paid to us by the referred client. Under such agreements, the fees and investment performance allocation payable by the referred client to Regent will be no higher than those that the client would have paid if the client had approached us directly and had not been introduced by a third party. Regent may execute transactions, from time to time, through brokers affiliated with such third parties, but such executions are neither conditioned upon nor compensation for such referrals. There is no affiliation or relationship other than that referred to herein between Regent and these third parties.

Regent is aware of the special considerations described in Section 206(4)-3 of the Investment Advisers Act of 1940. As such, we will make appropriate disclosures, maintain all written instruments and observe all applicable federal and state laws.

Item 15 Custody

As the general partner of two limited partnerships, Regent is deemed to have custody of client assets. We maintain clients' funds and securities solely with qualified custodians. In addition, we have the limited partnerships audited annually and provide the audited financial statements, prepared in accordance with generally accepted accounting principles, to the limited partners or other beneficial owners within 120 days of the fiscal year end of the partnerships.

For separately managed accounts, Regent has the authority to receive fees directly from the clients' accounts. The clients' qualified third party custodians send account statements directly to the clients at least quarterly. Clients should carefully review those statements. In some cases, clients have authorized Regent to initiate movement of funds to and from their accounts to accounts at the same or another institution held in the client's name, or to accounts held in the name of a third party (other than a Regent employee, principal, or officer). Regent does not have this authority unless requested and authorized in writing by the client.

Item 16 Investment Discretion

Regent has full discretionary authority to manage securities on our clients' behalf. Each individual client executes an investment management agreement that includes a limited power of attorney. Each limited partner executes a subscription agreement that includes a limited power of attorney.

Item 17 Voting Client Securities

Regent has adopted written proxy voting guidelines in accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, as amended. You may obtain a copy of our proxy policy and voting procedures as well as our voting record by contacting our Chief Compliance Officer.

Regent has retained a third-party proxy voting service to vote proxies for securities held in its affiliated private funds and individually managed accounts for which the client has delegated proxy voting authority to us. We have instructed the proxy service to follow standard voting policies established by Glass, Lewis & Co. to ensure that proxies are voted in the best interests of the clients.

Under Regent's guidelines, the third-party proxy voting service generally will vote in accordance with corporate management's recommendations on matters such as:

- uncontested director nominees and
- ratification of the selection of auditors and similar matters.

The voting service will vote generally against management's recommendations on matters such as:

- proposals which would reduce the rights or options of shareholders,
- proposals which would reduce the value of shareholders' investments,
- "poison pills" (anti-takeover proposals),
- provisions requiring supermajority (more than 50%) approval of transactions, and
- any other matters designed to limit the ability of shareholders to approve transactions.

When a proxy vote is required on a subject that is outside Regent's prescribed guidelines, the portfolio managers will decide how to vote the proxy in the best interests of the clients. If conflicts of interests are discovered, we may refrain from voting the proxies.

Item 18 Financial Information

We do not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance for services rendered. We have not been the subject of a bankruptcy petition. Therefore, we are not required to include a financial statement with this brochure.

We have no additional financial circumstances to report.

Item 19 Requirements for State-Registered Advisers

Not applicable.

Regent Investment Management LLC

4350 Brownsboro Road, Suite 120
Louisville, KY 40207
502-719-1000
01/01/2018

Form ADV Part 2B—Firm Brochure Supplement

Supervised Persons:

Martin N. McClelland
Steven T. Naiser
Mary D. Jones

This brochure supplement provides information about the supervised persons of Regent Investment Management LLC, listed above, that supplements Regent Investment Management LLC's brochure. You should have received a copy of that brochure. Please contact us at the above address or steve@regentinvest.com, if you did not receive Regent Investment Management LLC's brochure or if you have any questions about the contents of this supplement.

You can receive additional information about the supervised persons of Regent Investment Management LLC by accessing the SEC's website at www.adviserinfo.sec.gov, or by calling Martin N. McClelland at 502-719-1000

Supervised Person:

Martin N. McClelland

Item 2 Educational Background and Business Experience

Mr. McClelland, born in 1960, serves as President of Regent Investment Management LLC. In 1994, Mr. McClelland formed Alta Capital, Inc., an investment advisory firm. In 1997, Alta Capital merged with Regent Group. Mr. McClelland became President and Chief Investment Officer of Regent Group in 1999. In June 2006, Regent Group joined with Mainstream Investment Advisers, LLC, an investment advisory firm, and Mr. McClelland became Managing Director and Portfolio Manager for Mainstream Investment Advisers, LLC. Regent Investment Management LLC began investment advisory services as a spin-off from Mainstream Investment Advisers, LLC in mid-2012. Mr. McClelland holds a B.S. in mechanical engineering from Purdue University and a M.B.A. from Harvard University.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

In addition to his responsibilities at Regent, Mr. McClelland serves as Chairman of the Board of Directors of Enterprise Angels Community Fund I LLC (“EACF”), and on the advisory board of Bluegrass Angel Venture Fund IV, LLC (“BAVF”), both pooled investment funds investing in private companies in the state of Kentucky. Mr. McClelland serves EACF and BAVF on a strictly volunteer basis, without compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

Steven T. Naiser, Regent’s Chief Compliance Officer, has overall supervisory responsibility for Mr. McClelland, including the advice provided to clients. Every supervised person has responsibility for knowing and following the firm’s policies and procedures, which include our Code of Ethics. Mr. Naiser’s contact information is the same as that of Regent Investment Management LLC, located on the cover page of this brochure supplement.

Supervised Person:

Steven T. Naiser

Item 2 Educational Background and Business Experience

Mr. Naiser, born in 1962, is Vice President and Chief Compliance Officer of Regent Investment Management. From September 1994 until April 2000, Mr. Naiser served as Executive Director and Chief Operating Officer of University Cardiothoracic Surgical Associates, PSC. From April 2000 until June 2006, Mr. Naiser served as Vice President and Portfolio Manager of Regent Group. In June 2006, Mr. Naiser became a Director and Portfolio Manager of Mainstream Investment Advisers, LLC. Regent Investment Management LLC began investment advisory services as a spin-off from Mainstream Investment Advisers, LLC in mid-2012. Mr. Naiser has earned the Chartered Financial Analyst designation and is a member of the CFA Society of Louisville and the CFA Institute. Mr. Naiser holds a B.A. in business from Eastern Kentucky University and a M.B.A. from University of Washington.

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential awarded by the CFA Institute. To earn the CFA charter, candidates must:

- pass three sequential, six-hour examinations,
- have at least four years of qualified professional investment experience,
- join the CFA Institute as members, and
- commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

None.

Item 5 Additional Compensation

None.

Item 6 Supervision

Mr. Naiser is Regent Investment Management LLC's Chief Compliance Officer. Martin N. McClelland, as Regent Investment Management LLC's President, has overall supervisory responsibility over Mr. Naiser, including the advice provided to clients. Every supervised person will have a responsibility for knowing and following the firm's policies and procedures, which include our Code of Ethics. Mr. McClelland's contact information is the same as that of Regent Investment Management LLC, located on the cover page of this brochure supplement.

Supervised Person:

Mary D. Jones

Item 2 Educational Background and Business Experience

Ms. Jones, born in 1965, is a Portfolio Manager of Regent Investment Management. From March, 1999 to March, 2005, Ms. Jones was Vice President and Portfolio Manager of Hilliard Lyons Asset Management. From March, 2005 to July, 2012, Ms. Jones was Executive Vice President, Portfolio Manager, and Director of Family Office Services for Atlas Brown, Inc. Ms. Jones joined Regent Investment Management in July, 2013. Ms. Jones has earned the Chartered Financial Analyst designation and is a member of the CFA Society of Louisville and the CFA Institute. Ms. Jones graduated from the University of Louisville with a B.S.B.A. with honors in Finance.

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential awarded by the CFA Institute. To earn the CFA charter, candidates must:

- pass three sequential, six-hour examinations,
- have at least four years of qualified professional investment experience,
- join the CFA Institute as members, and
- commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

Ms. Jones also provides independent consulting services for the coordination of initiatives within the complete investment, tax, philanthropic, and estate plans of a family with which Regent Investment Management LLC has an investment advisory relationship. Ms. Jones's independent consulting relationship with this family predates her employment with Regent and predates Regent's investment advisory relationship with the family.

Item 5 Additional Compensation

None.

Item 6 Supervision

Martin N. McClelland, as Regent Investment Management LLC's President, has overall supervisory responsibility over Ms. Jones, including the advice provided to clients. Every supervised person will have a responsibility for knowing and following the firm's policies and procedures, which include our Code of Ethics. Mr. McClelland's contact information is the same as that of Regent Investment Management LLC, located on the cover page of this brochure supplement.