

**Poket Financial, LLC**  
**Firm Brochure - Form ADV Part 2A**

This brochure provides information about the qualifications and business practices of Poket Financial, LLC (Poket). If you have any questions about the contents of this brochure, please contact us at +54 11 3221 5067 or by email at: Sebastian@sthventures.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Poket is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Poket's CRD number is: 221523. Registration does not imply a certain level of skill or training.

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**Item: 2**

This Part 2A constitutes an update to the Adviser's ADV Part 2A dated March 05, 2018. This Item 2 discusses only specific material changes that are made to the Brochure. Each time we will reference the date of our last annual update of the Brochure.

There have been no material changes to Poket's policies or practices.

Pursuant to new SEC Rules, clients will receive a summary of any materials changes to the Brochure, and any subsequent versions of the Brochure within 120 days of the close of our fiscal year, which is December 31. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new version of the Brochure as necessary based on changes or new information, at any time, without charge. Currently, you may request the Brochure by contacting Mr. Sebastian P. Ortega at +54 11 3221 5067 or [Sebastian@sthventures.com](mailto:Sebastian@sthventures.com).

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

Poket Financial, LLC (“Poket”) is an alternative asset manager headquartered in Argentina. Poket was organized as a Limited Liability Company organized in the State of Delaware on April 7, 2015.

Poket is owned and controlled by Mr. Sebastian P. Ortega and Mr. Federico Tessore. Poket was founded to pursue investment opportunities on behalf of its clients globally. Poket, taking an active approach to investment, forges financial acumen, independent analysis with hands-on operational expertise to deliver investment returns to its clients.

Poket offers portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Poket requires discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Poket seeks to provide that investment decisions are made in accordance with its fiduciary obligations owed to its clients and without consideration of Poket’s economic, investment or other financial interests. To meet its fiduciary obligations, Poket attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage any client portfolios. It is Poket’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among all of its clients on a fair and equitable basis over time.

Prior to engaging Poket to provide investment advisory services, each client is required to enter into an Investment Advisor Contract (“IAC”) with Poket that defines the terms, conditions, authority and responsibilities of Poket and the Client. Clients may terminate the IAC at any time and immediately upon written notice to Poket. These services include the following:

- Establishing an Investment Policy Statement – Poket, in connection with the client, will develop a statement that summarizes the client’s investment goals and objectives along with the strategy[ies] to be employed to meet the objectives. Poket then creates an Investment Policy Statement (“IPS”) for each client. Risk tolerance levels are documented in the IPS, which is given to each client. An IPS generally includes specific information on the client’s stated goals, time horizon for achieving the goals, investment strategies, client risk tolerance and any restrictions imposed by the client.
- Asset Allocation – Poket will develop a strategic asset allocation that is targeted to meet the client’s investment objectives, time horizon, financial situation and risk tolerance.
- Portfolio Construction – Poket will construct a portfolio for the client that is intended to meet the stated goals and objectives of the client.
- Investment Management and Supervision – Poket will provide investment management and ongoing oversight of the client’s investment portfolio.

Poket is required to disclose the assets under management as of December 31, 2018. As of December 31, 2018, Poket had \$0 of assets under management.

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

Poket charges a management fee (the “Management Fee”) based on a flat rate of \$8.99 per account, regardless of account size. The Management Fee is applied and payable on a monthly basis. Flat rate fees may be charged to the Client and paid by credit card. Clients must provide Poket with the signed authorization to establish recurring credit card payments.

Poket is required to disclose that lower fees for comparable services may be available from other sources. These fees are generally negotiable and the final fee schedule is included in the attached Investment Advisory Contract.

Clients may terminate the agreement without penalty for a full refund of Poket's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Poket. Please see Item 12 of this brochure regarding broker-dealer/custodian.

Poket collects its fees in arrears. It does not collect fees in advance.

Neither Poket nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Please see Item 15 of this brochure for more information regarding the deduction of the Management Fee from client accounts.

## **Item 6: Performance-Based Fee**

Poket does not charge Clients a performance-based incentive fee.

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

Poket generally provides advisory services to the following types of clients:

- ❖ High-Net-Worth Individuals
- ❖ Individuals
- ❖ Institutional Clients

The minimum account size that shall be accepted by Poket is one thousand U.S. dollars (USD \$1,000) and the Client may add to or withdraw funds from its investment account in increments of one thousand U.S. dollars (USD \$1,000) at any time, with no minimum subsequent investment amount.

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

Poket was established with the goal of generating returns to Clients through various strategies, whether long or short, in the global marketplace. Poket may invest Client assets [in long and short positions in equity or debt securities of U.S. and non-U.S. issuers, including securities convertible into equity or debt securities; distressed securities, rights, options and warrants; bonds, notes and equity and debt indices; and any other financial instruments that Poket believes will generate capital appreciation for Clients. The investments may include both publicly traded and privately placed securities of public issuers, as well as publicly traded securities of private issuers. Poket may also invest Client monies in securities sold pursuant to initial public offerings and in options on financial indices may be used to establish or increase long or short positions to hedge investments in Client accounts. Poket has no overarching strategy or asset allocation model that specifies diversification percentages. Client monies not invested will default to cash, cash equivalents, and/or securities issued by governments, including but not limited to the U.S. Department of the Treasury ("U.S. Treasuries") and United Kingdom ("UK Gilts") in the absence of better alternatives.

Poket employs a Value and Growth Investment strategy to its investment approach, encompassing the following sub-strategies:

**Distressed Securities:** Poket will take strategic positions in securities that are trading below par with a view towards short-term or long-term gains. Distressed securities include, but are not limited to, publicly and privately held debt and equity including distressed loans, bank debt, bonds, debentures, trade claims, common stock, preferred stock, and hybrid securities. Where feasible, Poket will take an active role in these investments to drive value to the position.

**Merger Arbitrage:** Poket will take simultaneous long and short positions in the securities of corporations that have announced or are expected to announce cash or share based acquisitions / mergers, asset swaps or any other combination to take advantage of potential security mispricing and market inefficiencies.

**Special Situations:** Poket will invest in the securities of companies that have announced Divestitures, Recapitalizations, Spin-offs, Spin-outs, Dividend changes, Rights issues, Share buybacks, Management changes and other catalytic events.

**Activist Investing:** Where possible, Poket will take concentrated positions in listed and unlisted undervalued companies to pursue value enhancing financial, strategic, operational and governance changes.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

**Accuracy of Public Information Risk.** Poket selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made publicly available by the issuers or through sources other than the issuers. Although Poket evaluates this information and data and ordinarily seeks independent corroboration as appropriate and reasonably available, Poket is not in a position to confirm the completeness, genuineness or

accuracy of such information and data, and in some cases, complete and accurate information is not available.

**Illiquid Investments Risk.** Poket will allocate a portion of Client funds to illiquid securities. Due to changes occurring after the initial investment and the nature of illiquid securities, it may be impossible for Poket to liquidate some or all of its investments when desired or to realize their fair value in the event of such liquidation. In addition, Poket may not be able to quickly liquidate all of its positions due to trading volume and liquidity that can disappear in certain securities or more generally in the market.

**Equity Securities Risk.** Stock markets are volatile. The price of equity securities fluctuates based on changes in a company's financial condition and overall market and economic conditions.

**General Economic Conditions.** The success of any trading activity may be affected by general economic conditions, which may affect the level and volatility of securities prices, interest rates and the extent and timing of investors' participation in the markets for securities and other instruments. Unexpected volatility or liquidity in the markets in which Poket directly or indirectly holds positions could impair Poket's ability to carry out its business or cause it to incur losses.

**Investment Judgment; Market Risk.** The profitability of a significant portion of Poket's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Poket will be able to predict accurately these price movements. With respect to the investment strategy utilized by Poket, there is always some, and occasionally a significant, degree of market risk. Changing market and economic conditions may lead to Client losses.

**Risk Management.** Poket will engage in speculative investment strategies. A potential Client should note that the prices of instruments in which Poket will trade may be volatile. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies, changing supply and demand relationships, national and international political and economic events, changes in interest rates, and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets and related investments to move rapidly.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

There is no criminal, civil, administrative actions or proceeding to report.

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

Neither Poket nor Mr. Sebastian P. Ortega or Mr. Federico Tessore are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer. Moreover, neither are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

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

Poket has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Poket's Code of Ethics is available free upon request to any client or prospective client.

Poket does not recommend that clients buy or sell any security in which a related person to Poket or Poket has a material financial interest. From time to time, representatives of Poket may make trades and investments for their own accounts. In these accounts, they may use trading and investment methods that are similar to, or substantially different from, the methods used by them to direct client accounts. The records of these personal accounts will not be made available to clients. From time to time, representatives (i.e., Mr. Sebastian P. Ortega and/or Mr. Federico Tessore) of Poket may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Poket to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Poket will never engage in trading that operates to the client's disadvantage if representatives of Poket buy or sell securities at or around the same time as clients.

## **Item 12 Brokerage Practices**

Custodians/broker-dealers will be recommended based on Poket's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and Poket may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in Poket's research efforts. Poket will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

Poket's objective in selecting brokers to effect portfolio transactions is to seek the best combination of price and execution for Clients. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant. In applying these factors, Poket recognizes that different broker-dealers may have different execution capabilities with respect to different types of securities. In determining whether a particular broker-dealer is likely to provide best execution, Poket takes into account all factors that it deems relevant to the broker-dealer's execution capability.

While Poket has no formal soft dollars' program in which soft dollars are used to pay for services, Poket receives at no charge research, products, and/or other services from custodians (such as Interactive Brokers) "soft dollar benefits" in connection with client securities transactions. Such soft-dollar arrangements are consistent with and not outside of the scope of the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar benefits and Poket does not seek to allocate any benefits to client accounts in proportion to any soft dollar benefits generated by client accounts. Poket benefits by not having to produce or pay for the research, products or services (whether Poket uses the soft dollars' benefits or not) and Poket is deemed to have an incentive to recommend a custodian such as Interactive Brokers based on receiving soft dollar benefits. Clients should be aware that Poket's deemed acceptance of soft dollar benefits may result in higher commissions charged to the client by the custodian. The availability of soft dollar benefits creates a conflict of interest for Poket.

Poket permits clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client's direction with respect to the use of brokers supersedes any authority granted to Poket to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all advisors require or allow clients to direct brokerage. If client's direct brokerages, then most favorable execution may not be achieved, which may cost the client more.

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

All client accounts are reviewed at least monthly by Poket, through Sebastian P. Ortega and/or Federico Tessore, with regard to a client's IPS. Other than monthly reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance). Clients receive at least quarterly an account statement from the custodian detailing the client's account, including assets held, asset value, and fees deducted. Poket does not provide additional written reports. All account statements will be sent by the custodian and clients should carefully review those account statements for accuracy.

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

Poket does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Poket's clients. Poket does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

## **Item 15 Custody**

When advisory fees are deducted directly from client accounts by the custodian, Poket is deemed to have constructive custody of client's funds and securities. As a result of this type of custody, Poket is required to have written authorization from the client to deduct applicable fees. Clients will receive invoices from Poket and clients should carefully review those invoices for accuracy. Further, due solely by having fees directly deducted from the client accounts, Poket is required to comply with and meet the following safeguard requirements:

- a. Written Authorization. The investment adviser must have written authorization from the client to deduct fees from the account held with the qualified custodian;
- b. Notice of fee deduction. Each time a fee is directly deducted from a client account, the investment adviser must concurrently:
  - i. Send the custodian an invoice specifying the amount of the fee to be deducted from the client's account; and
  - ii. Send the client an invoice specifying and itemizing the fee. Itemization includes the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee;
- c. The custodian sends statements to the clients showing all disbursements for the custodian account, including the amount of the advisory fee. Statements should coincide with the investment adviser or investment adviser representative billing period.
- d. The investment adviser notifies the regulator in writing that the investment adviser intends to use the safeguards provided above. Such notification is required to be given on Form ADV.

## **Item 16 Investment Discretion**

Poket only provides discretionary investment advisory services to clients. The IAC established with each client sets forth the discretionary authority for trading. Poket manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. Client will execute a limited power of attorney to evidence discretionary authority.

**Item 17 Voting Client Securities (Proxy Voting)**

Poket will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

**Item 18 Financial Information**

Poket neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure. Neither Poket nor Mr. Sebastian P. Ortega and/or Federico Tessore has any financial condition that is likely to reasonably impair Poket's ability to meet contractual commitments to clients. Poket has not been the subject of a bankruptcy petition in the last ten years.