

Form CRS: Client Relationship Summary – March 31, 2024

Nicholas Investment Partners, LP ("Nicholas Partners" or "we" or "us" or "firm") is registered with the U.S. Securities and Exchange Commission ("SEC") as an Investment Advisor. We feel it is essential for you to understand how brokerage and investment advisory service and fees differ and that it is important for the retail investor ("you" or "client") to understand the differences. There are free and simple tools available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisors, and investing.

Q) What investment services and advice can you provide me?

Investment Authority and Description of Services. Nicholas Partners offers discretionary and non-discretionary investment management services to various clients, including institutional separate accounts, trusts, estates, individuals, registered investment companies, private funds and UMA investment programs. In our capacity as a discretionary investment manager, we manage portfolios of various U.S. equity and convertible investment strategies. To that extent, we make purchase and sell decisions consistent with the objectives and general investment guidelines of each specific investment strategy. Nicholas Partners provides investment advisory services to an affiliated registered investment company, Nicholas Partners Small Cap Growth Fund, a series of the Advisors' Inner Circle III Fund. Nicholas also provides investment adviser services, as a Sub-Adviser, to unaffiliated registered investment companies. Nicholas Partners does not recommend or purchase the sub-advised registered investment companies for its other clients. The investment objectives, fees, expenses, risks and additional important information are outlined in their prospectuses and related documents.

Monitoring: Being a client with Nicholas Partners, your account will be reviewed continuously as part of our integrated compliance checks to ensure it is being managed consistently to your chosen strategy and any client-specific restrictions.

Limited Investment Offerings: Nicholas Partners also provides investment advisory services to three private limited partnerships for which our firm is the General Partner. The investment objectives, fees, expenses, risks and other important information are outlined in the Confidential Offering Circulars, Limited Partnership Agreements and Subscription Agreements.

Account Minimums and Other Requirements. We have established account minimums for the different investment vehicles offered by our firm. These range from \$5000 for the mutual fund up to \$5-25 million for separately managed accounts, depending on the investment strategy. Nicholas Partners can waive account minimums in its sole discretion.

Additional Information: More detailed information about our investment advisory, client types, account minimums and investment strategies are included in Items, 4, 7 and 8 in our Form ADV, Part 2A ("Brochure").

Conversation Starter: Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

Q) What fees will I pay?

Description of Principal Fees and Costs. Nicholas Partners is strictly a fee-only investment management firm. Nicholas Partners bases its investment management fees on a percentage of assets under management and/or the performance of the account.

Separate account fees are generally payable quarterly in arrears. Fees may be adjusted for contributions or withdrawals during the billing period. If an account is terminated, fees will be prorated for the partial quarter. Nicholas Partners may negotiate separate account fees based on various factors such as account size, complexity, and the relationship, among others. Fees for limited partnerships and mutual funds are outlined in the respective offering documents.

You should be aware that the more assets there are in your account, the more you will pay in fees. Therefore, we may have an incentive to encourage you to increase the assets in your account.

Other fees and costs. In addition to, and separate from, investment advisory fees, you typically will pay other costs and charges in connection with your account or securities transactions, most of which are payable to other parties. Common examples include commissions and expenses for executing trades through broker-dealers, dealer mark-ups, mark-downs and spreads, exchange fees, taxes, custodian fees, as well as other possible account service fees. Private limited partnerships and mutual funds also have operating and other expenses, including accounting, tax and audit, legal and other expenses not listed.

Additional Information: You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. For more detailed information about fees and compensation, please refer to Item 5 in our Form ADV, Part 2A.

Conversation Starter: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

Q) What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, it is our fiduciary obligation to work in your best interest and not put our interests ahead of yours. At the same time, the way we make money may create some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are examples to help you understand what this means.

Nicholas may accept performance-based fees from Qualified Clients. Nicholas may manage accounts that pay a performance-based fee and accounts that pay an asset-based fee in similar or different strategies. The side-by-side management of performance-based fee accounts and asset-based fee accounts may present various conflicts of interest. Nicholas may have an incentive to favor accounts with performance-based fees, which could increase fees paid to Nicholas.

Nicholas Partners may invest client assets in the funds to which we provide investment advice and from which our firm receives advisory fees. Because we may receive direct or indirect compensation from such investments, Nicholas Partners may have an incentive to recommend or invest client assets in such funds. Due to the additional economic benefit to Nicholas Partners from such investments, a conflict of interest can exist. Where Nicholas Partners invests client assets in such funds, unless otherwise agreed and where permitted by law to do so, you the client will bear its proportionate share of fees and expenses as a shareholder in such fund in addition to Nicholas Partners investment advisory fees.

Additionally, Nicholas Partners' principals and their families have significant beneficial ownership in various accounts managed side-by-side with Nicholas Partners clients' accounts. The management of the principal's accounts side-by-side with our client accounts creates certain conflicts of interest, such as allocating profitable trades to the principal's or proprietary accounts. To help protect the interests of our clients, Nicholas Partners has implemented internal controls and procedures intended to prevent the firm or its employees from favoring accounts beneficially owned or subject to performance-based fees. To mitigate various conflicts of interest, Nicholas Partners has implemented formal trade allocation and trade rotation processes. To that extent, Nicholas Partners periodically reviews allocations of investment opportunities and sequencing of transactions and compares the performance of such accounts.

Additional information: Regarding conflicts of interest, please see Items 4,5,6,10,11 and 12 of Nicholas Partners Form ADV Part 2A.

Conversation Starter: *How might your conflicts of interest affect me, and how will you address them?*

Q) How do your financial professionals make money?

Nicholas Partners' financial professionals are paid a fixed base salary and a discretionary bonus. Investment team members that are partners also typically participate in profit interest and other incentive plans that seek to align the interests of our investment team members with the success of our clients and the firm.

Q) Do you or your financial professionals have legal or disciplinary history?

No, we do not have any legal, financial or other disciplinary items that are material to our investment advisory business or to our professional managers to report. We are obligated to disclose any disciplinary events that we believe you would find material when evaluating us to initiate or continue a relationship with our firm. Visit www.Investor.gov/CRS for free and simple search tool to research the firm and our financial professionals.

Conversation Starter: *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Additional Information: If you have any questions about our investment advisory services or if you wish to receive a copy of our Relationship Summary, please email us at info@nicpartners.com, or by calling Catherine Newcomb, CCO at 858-759-4545

Conversation Starter: *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker dealer? Who can I talk to if I have concerns about how this person is treating me?*