

June 18, 2020

Item 1- Introduction

Ceredex Value Advisors LLC (“Ceredex”) is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser, and we provide investment advisory services rather than brokerage services. Brokerage and investment advisory services and fees differ and it is important for you to understand the differences. There are free and simple tools available to research firms and financial professionals at www.investor.gov/CRS which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2- Relationship and Services

What investment services and advice can you provide me?

Ceredex offers investment advisory services to retail clients including high net worth individuals, in addition to pooled vehicles, institutional clients, governmental entities, and other corporate entities. We also are retained by unaffiliated third parties to provide investment management services to investment models. Our firm engages in no activities other than fee-based investment advisory, which is limited to investment advice with respect to equity securities. Accounts are managed on a discretionary basis which means we don’t need to call you when buying or selling in your account. Your account is managed in accordance with your investment management agreement which remains in place until you or we terminate the relationship, and we regularly monitor your account. You must meet certain investment or fee minimums, which are negotiable, to establish an account with us. Additional information about our advisory services is located in Item 4 of our [Firm Brochure](#).

Questions to Ask Us:

- 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?

Item 3- Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

Principal Fees and Costs: You will pay an on-going, mutually agreed upon asset-based fee, usually at the end of each quarter for our services (as stated in your agreement), based on the value of the cash and investments in your advisory account. The more assets there are in your account, the more you will pay us in fees, and the firm may therefore have an incentive to encourage you to increase the assets in your account. Our fees vary and are negotiable.

Other Fees and Costs: You are responsible for all custodial fees and securities broker-dealer transaction based fees charged by the custodian and executing broker-dealer. Our asset-based fee is separate and distinct from these fees. Some investments, if the firm should use in your account, such as mutual funds and exchange traded funds charge additional fees that will reduce the value of your investments over time.

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. Please make sure you understand what fees and costs you are paying.

Additional information about our fees is located in Item 5 of our [Firm Brochure](#).

Questions to Ask Us:

- Help me understand how these fees and costs will 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?

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, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates 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 is an example to help you understand what this means.

Potential Conflict: The firm's revenue is derived from advisory fees we collect from our clients' accounts. The more assets there are in your advisory account, the more you pay in fees, and the firm may therefore have an incentive to encourage you to increase the assets in your account.

Additional information about our conflicts of interest can be found in Item 11 and Item 12 of our [Firm Brochure](#).

Questions to Ask Us:

- How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

Our financial professionals are eligible to earn a base salary, cash incentive compensation, and equity stock grants from our parent company, Virtus Investment Partners, Inc. This bonus structure and amount varies by position but is generally designed to reward individuals for superior relative investment performance (measured against a peer group and/or benchmark) and the revenue the firm receives based on the growth of assets under management.

Item 4- Disciplinary History

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

No, neither our firm nor our financial professionals have any legal or disciplinary history to disclose. Visit Investor.gov/CRS for a free and simple search tool to research our firm and our financial professionals.

Questions to Ask Us:

- As a financial professional, do you have any disciplinary history? For what type of conduct?

Item 5- Additional Information

You can find additional information about our firm's investment advisory services on the SEC's website at www.adviserinfo.sec.gov by clicking on the FIRM tab and then searching CRD #146023. If you would like additional, up-to-date information or a copy of this disclosure, please call us at (407) 674-1270.

Questions to Ask Us:

- 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?