



**Primary Capital LLC**

801 Brickell Avenue, 8<sup>th</sup> Floor, Miami, FL 33131

Securities offered through Snowball Capital LLC

Member FINRA, SIPC

**Investment Banking, Financial Services**

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**Client Relationship Summary (Form CRS)**

Primary Capital LLC ("Primary" or the "Firm") offers securities through Snowball Capital LLC, which is registered with the Securities and Exchange Commission ("SEC") as a broker-dealer and is a FINRA member.

Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. This Client Relationship Summary provides details about our brokerage services, fees, and other important information. Free and simple tools are available for investors to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS). Here, you can also find educational materials about broker-dealers, investment advisers, and investing.

**What investment services can you provide me?**

**Conversation Starter – Given my financial situation should I choose a brokerage service? Why or why not?**

The Firm does offer private placements and other securities to accredited and institutional investors. The Firm may, on occasion, contact you with an offer to sell you securities on behalf of one of our clients. The Firm does not offer investment advice to you as an investor, this is typically stated in any offering materials you might receive. None of the materials provided or services rendered by the Firm should be taken, represented or construed as legal, tax or accounting advice.

**We strongly recommend that every investor obtain their own financial advice from a party independent of the Firm before investing in any securities the Firm offers.**

**PRIMARY**

- will not monitor your investment(s) in a private placement, and we strongly encourage you to have a financial professional do so; and
- Has absolutely no discretion as to whether you choose to invest, so we strongly encourage you to consult with a financial professional, accountant or lawyer before doing so.

PRIMARY assists its client (the issuer) with preparing and offering of securities, the structure of offerings and recommends whom to offer them to, including:

- Contacting you with offerings that we think may be suitable for you, but cannot confirm. We strongly encourage you to consult with a financial professional, accountant or lawyer to confirm an investment is suitable for you; and
- We will ascertain and confirm your status as an Accredited Investor (as defined by Regulation D Rule 501) or Qualified Purchaser or Institutional Investor when required by regulation or requested by our client (the issuer). You may be required to have a third-party advisor confirm this to us in certain circumstances; and
- We limit the size, accessibility, minimum/maximum investment size and structure of an offering based on the desires of our client (the issuer). We strongly recommend that you confirm with a financial professional, accountant or lawyer if the offering parameters are suitable for you.

PRIMARY will make its own assessment as to whether an investment is suitable for you, and may refuse to sell to you based upon that determination. However, it is your additional responsibility to make this decision yourself, or, as we strongly recommend, with the assistance of a financial professional, accountant or lawyer.

**For additional information, please review the offering materials for each investment. You may also visit our website ([www.primaryllc.com](http://www.primaryllc.com)) or visit [www.sec.gov](http://www.sec.gov) to review the specific parameters of Regulation D offerings.**

## **What Fees will I pay?**

**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?**

Since the Firm acts as a placement agent to our client (the issuer), you will not pay any fees to PRIMARY when you invest in a securities offering. However, a portion of your investment will be allocated by the issuer to pay fees to the Firm. This amount varies by transaction and is related to a number of factors including but not limited to the size of the offering, the scope of services PRIMARY is providing to its client, the amount of time and work required to prepare our client for the offering.

It could conceivably occur that PRIMARY would have more than one offering to show you and each offering could have different fees and different amounts of the same fees attached. You will have the opportunity to review the fee levels that PRIMARY is charging its client for each offering prior to investing so that you may judge for yourself if one transaction or the other might additionally benefit the Firm and create more incentive for the Firm to sell it to you. While you will not be charged specific fees for each investment by PRIMARY, the fees the Firm charges to its clients (the issuer) will reduce the amount of capital received by the issuer. This will reduce the amount of impact your investment will have on the issuer and we strongly recommend that you consult with a financial advisor, accountant or lawyer to see if the amount of fees we are charging our client results in an investment that is unsuitable for you.

Our client (the issuer) 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. For additional information, please review the offering materials for each investment. You may also visit [www.sec.gov](http://www.sec.gov) to review the specific parameters of private offerings made pursuant to Regulation D.

**What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?**

When we provide you with a recommendation, 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 inherently creates conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations, we provide you.

**Here are some examples to help you understand what this means.**

- The Firm will receive a cash fee from our client (the issuer), that will reduce the amount of money available to the issuer from the offering. This in turn reduces the amount of money available to support the issuer and will reduce the impact your investment will have on the issuer. We strongly recommend that you consult with a financial advisor, accountant or lawyer to see if the amount of fees we are charging our client results in an investment that is unsuitable for you.
- The Firm may receive additional compensation in the amount of equity or other securities from our client (the issuer), this will dilute your investment, alongside other investors and the issuer. This will impact the value of your investment and we strongly recommend you consult with a financial advisor, accountant or lawyer to assure you understand the implications of this.
- The Firm may receive retainer fees, expense reimbursement fees and other fees. These fees vary based on the services agreed upon between the Firm and its client. This will impact the value of your investment and creates a conflict of interest. We strongly recommend you consult with a financial advisor, accountant or lawyer to assure you understand the implications of this.
- **For additional information, please review the offering materials for each investment. You may also visit [www.sec.gov](http://www.sec.gov) to review the specific parameters of private offerings made pursuant to Regulation D.**

***How do your financial professionals make money?***

PRIMARY's financial professionals make money based on multiple factors which includes the number of securities they are able to sell to investors, including yourself. This creates an inherent conflict of interest between an investor and a broker making a recommendation as well as an incentive for them to sell you securities that may conflict with your interests. We strongly recommend that you consult with a financial advisor, accountant or lawyer to assure that you understand the implications of this before investing.

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

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

You can visit [www.investor.gov/crs](http://www.investor.gov/crs) for a free and simple search tool to research our firm and our financial professionals.  
For additional information about Primary Capital LLC please email our compliance department at [info@primaryllc.com](mailto:info@primaryllc.com).