



Item 1 – Cover Page

Vance Street Capital LLC

15304 Sunset Boulevard, Suite 200

Pacific Palisades, CA 90272

310-231-7100

www.vancestreetcapital.com

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Vance Street Capital LLC. If you have any questions about the contents of this Brochure, please contact us at 310-231-7100 or by email to jboltinghouse@vancestreetcapital.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.

Vance Street Capital LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Vance Street Capital LLC is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since the last Annual Updating Amendment to the Form ADV on March 31, 2023, VSM has disclosed a new branch office location. The Form ADV Part 1 has been updated to disclose this new office location. There are no additional material changes to report.

Item 3 – Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation.....	5
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9 – Disciplinary Information	12
Item 10 – Other Financial Industry Activities and Affiliations	12
Item 11 – Code of Ethics	13
Item 12 – Brokerage Practices	13
Item 13 – Review of Accounts	13
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	14
Item 16 – Investment Discretion	14
Item 17 – Voting Client Securities.....	14
Item 18 – Financial Information	15

Item 4 – Advisory Business

Vance Street Management, LLC, a Delaware limited liability company (a/k/a Vance Street Capital LLC) (“VSM” or the “Firm”), is a Los Angeles based private equity firm that began business in August 2007. The Firm currently manages nine discretionary private funds, Vance Street Capital LLC (“VSC I”), Vance Street Capital II, L.P. (“VSC II Main”), Vance Street Capital II (Parallel), L.P. (“VSC II Parallel”), Vance Street Capital III, L.P. (“VSC III”), VSC EV1 LP (“VSC EV1”), VSC EV2 LP (“VSC EV2”), VSC EV3 LP (“VSC EV3 Main”), VSC EV3 (Parallel), LP (“VSC EV3 Parallel”), and VSC III Polara Co-Investment Partners, L.P. (“VSC Polara”). VSC II Main and VSC II Parallel are collectively referred to as “VSC II,” VSC EV3 Main and VSC EV3 Parallel are collectively referred to as “VSC EV3,” and VSC II and VSC EV3 collectively with VSC I, VSC III, VSC EV1, VSC EV2, and VSC Polara are referred to herein as the “Funds” or “Clients.” VSM may also manage additional private funds in the future. VSC I is managed by VSM, which acts as VSC I’s managing member. Richard Crowell, Brian Martin, and Michael Janish are the managing members of VSM (“Managing Partners”). Richard Crowell, Brian Martin, and Michael Janish are the principal owners of VSM. The General Partner of VSC II is VS Capital Partners II, LLC (“VSCP II”), a Delaware limited liability company. Richard Crowell and Richard Roeder are the managing members of VSCP II. The General Partner of VSC III is VS Capital Partners III, LLC (“VSCP III”), a Delaware limited liability company. VSM is the managing member of VSCP III. The General Partners of VSC EV1, VSC EV2, and VSC EV3 are VSC EV1 GP LP (“VSC EV1 GP”), VSC EV2 GP LP (“VSC EV2 GP”), and VSC EV3 GP LP (“VSC EV3 GP”), respectively, which are Delaware limited partnerships. VSC EV Partners LLC, a Delaware limited liability company, is the general partner of VSC EV1 GP, VSC EV2 GP, and VSC EV3 GP. Brian Martin and Michael Janish are the managing members of VSC EV Partners LLC. The General Partner of VSC Polara is VSC III Polara Co-Investment GP LLC (“VSC Polara GP”), a Delaware limited liability company. VSM is the managing member of VSC Polara GP.

The Funds have been formed primarily to make investments in middle-market companies with enterprise values typically between \$30 million and \$350 million with a focus on the medical and industrial markets. The offering materials and governing documents of each Fund set forth the specific investment guidelines and restrictions for the Fund. Investors in the Funds do not have the ability to impose specific investment objectives or restrictions on the Funds.

Each Fund could participate in investments directly or through alternative investment vehicles established for one or more of the applicable Fund’s limited partners in order to address certain tax, regulatory, legal or other considerations (each, an “AIV”). For example, in connection with VSC II’s investment in a Canadian portfolio company, the Firm formed an AIV domiciled in the Cayman Islands through which all of VSC II Main’s limited partners participated in such investment.

The Funds invest in securities of portfolio companies through holding companies that include other third-party investors with which the Firm does not have an investment advisory client relationship. The Funds also co-invest in investments with limited partners and third parties who are affiliated with the Firm or any of the Funds’ partners. Under certain circumstances, the Firm facilitates such investments by establishing a co-investment vehicle, managed by VSM or an affiliate, and through which the Funds and one or more co-investors could participate in one or more investments.

As of December 31, 2023, the Firm managed discretionary Client assets in the amount of \$1,968,278,300. The Firm does not manage assets on a non-discretionary basis, nor does it participate in a wrap fee program.

Item 5 – Fees and Compensation

VSM charges an annual management fee (typically 1.0-2.0%, which is negotiable) to each Fund based on its or its limited partners' capital commitments (which is reduced to a basis of the Fund's or its limited partners' remaining invested capital no later than the end of the Fund's commitment period), payable quarterly in advance ("Management Fees"). This Management Fee will often times be reduced by such Fund's or its limited partners' allocable share of certain transaction, director, monitoring, break-up, investment banking and similar fees received by VSM, VSCP II, VSCP III, VSC EV1 GP, VSC EV2 GP, VSC EV3 GP, VSC Polara GP, their principals and affiliates (collectively, the "VSC Affiliates") in connection with such Fund's actual or proposed purchase or sale of portfolio investments. The Firm can, in its sole discretion, reduce or waive the obligation of any limited partner to fund all or any portion of its commitment to pay Management Fees. In such instances, the Management Fee owed by the applicable Fund to the Firm with respect to such limited partner shall be reduced or waived by such portion.

Management Fees can be paid by each Fund using either operating income or disposition proceeds generated from the Fund's investments, or from capital contributed to the Fund by its limited partners.

If a Fund overpays the Management Fee for any quarterly period (whether by reason of a change in the calculation of the Management Fee for the period, a termination of the Management Fee for the period, or otherwise) with respect to any of the Fund's limited partners, the excess payment will be refunded to the applicable limited partner or deducted against future capital calls.

In addition to Management Fees and performance-based fees discussed in Item 6, the Clients will, subject to their governing documents, bear certain expenses arising in connection with its operations. The expenses of a particular Client are set forth more fully in its governing documents and vary from Client to Client but will generally include, without limitation, the following: all out-of-pocket fees, costs and expenses, if any, incurred in developing, sourcing, bidding on, evaluating, negotiating, structuring, obtaining regulatory approvals for, purchasing, trading, settling, monitoring, maintaining custody of, holding and disposing of actual investments (including travel, accommodation, entertainment and related expenses) and costs of related information management and trading systems, including without limitation any financing, legal, accounting, advisory and consulting, due diligence (including market diligence, market data and background checks) and research related expenses in connection therewith (to the extent not subject to any reimbursement of such costs and expenses by entities in which a Client invests or other third parties); expenses of an investor advisory committee and its members, in that capacity; principal, interest, fees and other amounts arising out of all borrowings, guaranties and other indebtedness including, any such amounts for which Clients are jointly and severally liable; the costs and expenses of any lenders, investment banks and other financing sources; any insurance premiums for policies covering any person indemnifiable by the Clients; taxes, fees and due diligence and other expenses associated with the acquisition, holding and disposition of investments; fees, costs and expenses of any administrators, custodians, depositaries, attorneys, accountants, tax advisers, consultants, brokers, agents, valuation experts, senior advisors, operating partners (the Firm's operating partners are independent consultants and are not affiliates or employees of the Firm; accordingly, any fees or other compensation received by operating partners in connection with a Fund's investment transactions will be for their own account and will not offset the Management Fee payable by the Fund) and other advisers and professionals (including bookkeeping, audit and certification fees and the costs of preparing, printing and distributing reports to investors and costs of related information management systems) (whether maintained by the Firm or elsewhere); all third-party expenses in connection with transactions not consummated; the out-of-pocket expenses incurred in connection with complying with provisions in side letter agreements entered into with

investors, including “most favored nations” provisions; any expenses incurred in connection with the dissolution, winding up, liquidation or termination of Clients; expenses and fees charged or specifically attributed or allocated by the Firm or its affiliates to provide in-house administrative, legal and accounting services, and expenses, charges and/or related costs incurred in connection with such provision of in-house administrative, legal and accounting services; provided that the Firm determines in good faith that any such expenses, charges or related costs are not greater than what would be paid as a result of arm’s-length negotiations with an un-affiliated third party for substantially similar services; any costs associated with meetings of the investors; any costs or expenses incurred in connection with attending industry conferences, any costs and expenses arising from any foreign exchange or other currency transactions; the costs and expenses of any litigation involving Clients and the amount of any judgments or settlements paid in connection therewith; expenses related to the exercise of remedies under the governing documents with respect to defaulting investors and the corresponding remedies exercised by any other Client; regulatory expenses of Clients, including regulatory expenses Firm affiliates incurred in connection with any Client’s holdings, investments, investment activities and filings including preparation and filing of the SEC’s Form PF, Form D and other similar U.S. and non-U.S. regulatory filings; provided, however, except as expressly required under this section regarding regulatory expenses, Client expenses shall expressly exclude regulatory expenses resulting from (a) the Firm’s or a Firm affiliate’s compliance with the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and the Dodd-Frank Wall Street Reform and Consumer Protection Act to the extent such expenses are directly related to the conduct of the Firm or a Firm affiliate’s business and not a Client or the offering of Client interests, and (b) investigations by the SEC or any other government authorities of competent jurisdiction to the extent the Firm or a Firm affiliate is a named party to such investigation and such investigation does not concern actions taken by the Firm or a Firm affiliate on behalf of any Client; provided, further, that, this section regarding regulatory expenses shall not be interpreted in a manner that circumvents the limitations on indemnification in Client governing documents; any taxes, fees or other governmental charges levied against or payable by a Client and expenses related to complying with any tax laws and interpretations thereof, and any tax audits, investigations, settlements or reviews of a Client; provided, however, that certain taxes and other governmental charges incurred on behalf of or for the benefit of one or more investors (such as withholding taxes and imputed underpayment amounts) shall be borne exclusively by such investors; any expenses incurred in connection with amendments to the constituent documents of Clients; subject to the limitations in the governing documents, any expenses incurred in connection with the formation of any alternative investment vehicles or special purpose entities; any expenses incurred in connection with distributions by Clients; any expenses incurred in connection with the valuation of assets of Clients; any other extraordinary expenses and other expenses of Clients as described in the governing documents; any other expenses approved by an investor advisory or similar committee.

Investors and prospective investors in the Funds should note that similar advisory services may be available from other investment advisers for similar or lower fees.

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

In addition to fees described in Item 5, VSM, VSCP II, VSCP III, VSC EV1 GP, VSC EV2 GP, VSC EV3 GP, and VSC Polara GP are entitled to receive performance-based compensation from VSC I, VSC II, VSC III, VSC EV1, VSC EV2, VSC EV3, and VSC Polara, respectively. Under these performance-based compensation arrangements, each of VSM, VSCP II, VSCP III, VSC EV1 GP, VSC EV2 GP, VSC EV3 GP, and VSC Polara GP receives a carried interest of up to 25% of total profits distributed by the applicable Fund after aggregate distributions to investors in the Fund equal a pre-determined hurdle rate calculated on

invested capital and the allocable share of fees and expenses. The Firm may elect to waive, reduce or defer the receipt of performance-based compensation distributable to it (in whole or in part) from any partner and instead distribute such waived, reduced or deferred portion to such partner.

When a Fund makes an investment through an AIV, the economic results of that AIV will typically be aggregated with the economic results of the Fund to determine whether VSM, VSCP II, VSCP III, VSC EV1 GP, VSC EV2 GP, VSC EV3 GP, or VSC Polara GP (as the case may be) is entitled to any performance-based compensation as a result of any distributions made by the Fund or the AIV from the proceeds of such investment.

Performance-based fees can create an incentive for the Firm to make riskier or more speculative investments than would be the case in the absence of such arrangement. Performance-based fees can also create an incentive for the Firm to favor Clients with performance-based fee arrangements over Clients that do not have such arrangements. However, the Firm is committed to fulfilling its fiduciary duty to its Clients and to act at all times in their best interest. The Firm has implemented internal controls to address the potential conflicts associated with performance-based fees and periodically reassesses these controls. Additionally, the Firm's allocation policies are designed to ensure investment opportunities are allocated fairly over time and allocations are not determined based on the desire to earn a performance-based fee.

Item 7 – Types of Clients

VSM provides private equity management services to the Clients. Investors in the Clients include high net worth individuals, institutional investors, insurance companies, and state or municipal government entities.

Typically, the minimum capital commitment of a limited partner in a Fund is \$1 million, although VSM has waived this minimum for certain investors.

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

The Clients invest in middle market companies with enterprise values typically between \$30 and \$350 million. Preferred industries include medical and industrial company products. Based on our experience, companies in this size range present strong potential for growth and value appreciation.

VSM generally measures opportunities against the following criteria:

- Strong, committed management team
- History of growth and profitability
- Sustainable competitive advantage
- Strong return on tangible assets
- Revenue growth opportunities
- Profit margin improvement opportunities
- Strategic acquisition opportunities
- Labor, governance, quality & regulatory, sustainability and community relations practices

VSM will only invest when it believes it can provide value beyond its capital by delivering resources to accelerate operational improvements, spur revenue growth, and support strategic acquisition opportunities.

VSM pursues investment opportunities through business brokers, investment banks, and other intermediaries. VSM also identifies investment opportunities through direct contact with the managers and owners of private companies. VSM invests in companies where it believes there is a clear path to improving operating performance and market position, and where management and VSM have developed a close alignment of interests. VSM believes that this selectivity, diligent execution of a detailed plan, and the integration of smaller strategic acquisitions at its portfolio companies are the main drivers of the returns to investors.

VSM uses moderate leverage with acquired companies to enhance its returns. In addition, VSM typically invests in companies with less than \$30 million of earnings before interest, taxes, depreciation, and amortization ("EBITDA"). As companies of this size grow, the universe of potential acquirers often expands, and credit markets generally become more liquid. VSM anticipates that this will, in some cases, drive the expansion of the multiples sought in a sale transaction, thus leading to potentially higher returns upon disposition of the investment.

VSM has a developed network of operating partners and consultants to assist with due diligence, the preparation and implementation of operating plans, and performance improvement. Prior to making an investment, VSM completes an analysis of the target company's industry and market position. Specific operating improvement plans are developed for the first 180 days, the first full year, and the five-year horizon, post-closing. After the investment is made, VSM seeks to add directors to the portfolio company's board who have specific expertise in the target industry or relevant functional experience useful to management in executing these plans.

Investing in securities, public or private, involves risk of loss that clients should be prepared to bear. These risks include a complete loss of capital.

Reliance on the Firm and Its Managing Partners. Decisions with respect to the management of the Clients are made by the Firm. Investors must rely upon the ability of the Firm in identifying, structuring, and implementing investments consistent with the Clients' investment objectives and policies. The success of the Clients will depend on the ability of the Firm to identify and consummate suitable investments, to improve the operating performance of portfolio companies, and to dispose of investments of the Clients at a profit. The success of the Clients depends in substantial part upon the leadership, skill, and expertise of the Managing Partners. However, there can be no assurance that each of the Managing Partners will continue to be affiliated with the Firm throughout the Clients' anticipated term. In addition, the Managing Partners will continue to have an interest in and participate in the management and investments of other Clients managed by the Firm or its affiliates. The Clients' investment strategies will require a significant time commitment from the Managing Partners due to the operational aspects of the respective strategy. Although the Firm believes that it has sufficient personnel, systems, and resources to manage capital, there can be no assurance that this will be the case. In addition, as is the case with many other private equity firms, it may not be possible for the Firm to retain the investment professionals and other personnel they need from time to time to successfully manage the Clients and their investments, particularly given the current competitive hiring environment in the private equity marketplace.

Illiquid Nature of Portfolio Company Investments. Clients make investments in securities that have limited liquidity. It is anticipated there will be a significant period of time before Clients complete their investments in portfolio companies. Such investments could typically take from two to seven years from the date of initial investment to reach a state of maturity when partial or complete realization of the investment

can be achieved. Transaction structures typically will not provide for liquidity of Client investments prior to that time. Generally, there will be no readily available market for a substantial amount of Client portfolio investments. Most investments held by Clients will not be able to be sold except pursuant to a registration statement filed under the Securities Act of 1933, as amended (the "Securities Act") or in accordance with Rule 144, Regulation D or another exemption under the Securities Act. The market prices, if any, of such investments tend to be volatile, and Clients may not be able to sell their investments when they desire, or, upon sale, to realize what they perceive to be their fair value. Further, companies whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements applicable to publicly traded companies. In light of the foregoing, it is likely that no return from the disposition of Client investments will occur until a significant period of time has passed. Furthermore, disposition of such investments could result in distributions in-kind to investors.

Valuations. The Clients rely on the Firm (along with the respective limited partner advisory committee's input in certain circumstances) for valuation of their assets and liabilities, and such determination will be final and conclusive as to all investors. The Clients' success depends in large part on the ability of the Firm to accurately assess the fundamental value of the Clients' assets. An accurate assessment of fundamental value will depend on a complex analysis of a number of legal, financial, microeconomic, macroeconomic and other factors. No assurance can be given that the Firm will accurately assess the nature and magnitude of the many factors having a bearing on the value of the Clients' assets. Further, no assurance can be given that all of the relevant factors or that all of the pertinent information will be considered by or be available to those persons in formulating any particular investment decision. The failure to consider any of those factors or to accurately assess the nature and magnitude of the relevant factors or pertinent information could cause the Clients to miss significant profit opportunities or to incur substantial losses, given that the Clients primarily hold securities and other assets that will not have readily accessible market values. The valuation of illiquid securities and other assets is inherently subjective and subject to increased risk that the information utilized to value such assets or create pricing models could be inaccurate or subject to error. Further, the amount and timing of carried interest received by the Firm or its affiliates depends in part on the valuation of the Clients' assets and liabilities.

No Assurance of Investment Return. An investment in a Client involves a significant degree of risk. The past investment performance of Clients managed or advised by the Firm or any of its affiliates should not be relied on as an indicator of a Client's future performance or success. There can be no assurance that a Client will achieve results comparable to investments made by such predecessor Clients. Past performance may include the positive or negative impact of general industry, economic, and other factors, over which the Firm had no control. Among other factors, the past performance of individual portfolio investments does not reflect the Management Fees, carried interest, taxes, transaction costs, and other expenses to be borne by investors of certain Clients, which in the aggregate could be significant. The Firm cannot provide assurance that it will be able to make and/or realize investments in any particular company or portfolio of companies. There is no assurance that Clients will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of companies, sectors, and transactions described herein. Clients could be subject to break-up fees in connection with investments which would cause the Client to incur significant cost without any possibility of return. Even if investments of Clients are successful, investors may not receive any return of capital for a significant period of time. An investment in a Client should only be considered by persons who do not require current income and who can afford a loss of their entire investment.

Leverage. The Clients invest in companies whose capital structures are leveraged. While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. The Clients' investments could involve varying degrees of leverage, as a result of which recessions, operating problems and other general business and economic risks could have a more pronounced effect on the profitability or survival of such companies. Moreover, rising interest rates could increase portfolio company interest expense. If a portfolio company cannot generate adequate cash flow to meet debt service, a Client could suffer a partial or total loss of capital invested in the portfolio company. While the use of leverage will create opportunities to increase the Clients' returns, it also could increase the Clients' losses. A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions (e.g., due to adverse changes in economic or financial market conditions such as those described above or a decreased appetite for risk by lenders) could materially impair the Clients' ability to consummate portfolio investments, to make leveraged distributions or to sell investments to buyers who utilize similar leverage strategies. Furthermore, the securities of a portfolio company in which the Clients invest could be among the most junior in the portfolio company's capital structure and thus subject to the greatest risk of loss.

Distress Events. A Fund's investment is subject to the risk that one of the Fund's banks, lenders or other custodians of some or all of the Fund's (or any portfolio company's) assets (each a "counterparty") is unable to perform its obligations or experiences insolvency, closure, seizure, receivership, or other financial distress or difficulty (each, a "Distress Event"). A Distress Event can be caused by a variety of factors, including but not limited to, eroding market sentiment, a change in interest rates, significant customer withdrawals, fraud, malfeasance, poor performance, undercapitalization, market forces, or accounting irregularities. If a Fund's counterparty experiences a Distress Event, the Firm, the Funds and/or their portfolio companies may not be able to access deposits, borrowing facilities, or other services, either permanently or for an indeterminate period of time. Although many regulated banks and broker-dealers in the United States insure assets up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation, or the Securities Investor Protection Corporation, respectively, amounts in excess of the relevant insurance are subject to risk of total loss, and any counterparties that are not subject to similar arrangements pose increased risk of loss. While in recent years governmental intervention has often resulted in additional protections for depositors and counterparties in connection with Distress Events, there can be no assurance that any intervention will occur, be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event can adversely affect the Firm's ability to manage the Funds and their investments, and the ability of the Firm, any Fund or any portfolio company to maintain operations, resulting in significant losses. If a counterparty experiences a Distress Event, this could cause Funds to be unable to draw capital on a credit line to close a transaction or acquire or dispose of investments at prices that reflect the fair value of such investments; investors to be unable to make capital contributions or otherwise; and/or portfolio companies to be unable to make payroll, fulfill obligations, and maintain operations. If a Distress Event leads to a loss of access to a counterparty's services, it is also possible that the Firm will experience operational burdens and expenses, and a Fund or a portfolio company will incur additional expenses and/or delays in putting place alternative arrangements and/or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, access to capital or otherwise). There can be no assurance that the Firm will be able to exercise contractual remedies under the agreements with counterparties, there can be no assurance that such remedies will be successful or avoid losses or delays, or other negative impacts. The Funds and their portfolio companies are subject to additional risks in the event a counterparty utilized by investors of a Fund or suppliers, vendors or service

providers of a portfolio company become subject to Distress Events, which could have a material adverse effect on a Fund, its investors or such portfolio companies, including the risk of investor defaults.

Many counterparties require, as a condition to using their services (including lending services that the Firm and/or the relevant Fund maintain all or a set amount or percentage of their respective accounts or assets with such counterparty), which increases the risks associated with a Distress Event with respect to such counterparty. Although the Firm seeks to do business with counterparties that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, the Firm is under no obligation to use a minimum number of counterparties with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

Environmental, Social and Governance Matters. While environmental, social, or governance ("ESG") is only one of the many factors the Firm will consider in making an investment, there is no guarantee that the Firm will successfully implement and make investments in companies that create positive ESG impact while enhancing long-term shareholder value and achieving financial returns. Consideration of ESG factors may affect the Firm's exposure to certain investments, sectors, regions, countries, or types of investments, which could negatively impact the Firm's performance depending on whether such investments are in or out of favor. Applying impact investing goals to investment decisions is qualitative and subjective by nature, and there is no guarantee that the criteria utilized by the Firm, or any judgment exercised by the Firm will reflect the beliefs or values of any particular investor. In evaluating a company, the Firm is dependent upon information and data obtained through voluntary or third-party reporting that may be incomplete, inaccurate, or unavailable, which could cause the Firm to incorrectly assess a company's ESG practices and/or related risks and opportunities. ESG-related practices differ by region, industry, and issue and are evolving accordingly, and a company's ESG-related practices or the Firm's assessment of such practices may change over time. The Firm has developed relevant policies and procedures related to ESG conscious investing.

Cybersecurity Threats. Clients and their portfolio companies could face cybersecurity threats to gain unauthorized access to sensitive information, including, without limitation, information regarding the limited partners and the Clients' investment activities, or to render data or systems unusable, which could result in significant losses. If such events were to materialize, they could lead to losses of sensitive information or capabilities essential to Clients and/or a portfolio company's operations and could have a material adverse effect on their reputations, financial positions, results of operations, or cash flows, and also could lead to financial losses from remedial actions, loss of business, potential liability, or could lead to the disclosure of limited partners' personal information. Cybersecurity attacks are evolving and include, but are not limited to: (i) malicious software, (ii) attempts to gain unauthorized access to data, (iii) other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data, and (iv) phishing emails to collect sensitive information or impersonate authorized persons of the Firm with the intention to defraud and gain unauthorized access to funds. The Clients' or a portfolio company's controls and procedures, business continuity systems, and data security systems could prove to be inadequate. These problems could arise in both the Clients' or a portfolio company's internally developed systems and the systems of third-party service providers. VSM was previously subject to a cybersecurity incident and the Firm's incident response plan has been deployed. The Firm worked with counsel and third-party service providers to investigate and sufficiently resolve the incident. No further incidents or issues have been detected.

Artificial Intelligence. The emergence of recent technology developments in artificial intelligence and machine learning such as OpenAI and ChatGPT (collectively, “Machine Learning Technology”) can pose risks to the Firm, Funds, and their investments. While the Firm prohibits the use of Machine Learning Technology in substantial business activities, the Firm is nonetheless exposed to the risks of Machine Learning Technology from any uses of Machine Learning Technology that may be undertaken by the Firm personnel in contravention of the Firm’s restriction, or by third-party service providers, portfolio investments, any counterparties to Funds, or their underlying investments, whether or not known to the Firm. Use of Machine Learning Technology involves the risk of inaccuracies or errors in the data utilized by Machine Learning Technology, may directly or indirectly create security or data risks, and may increase trademark, licensing and copyright risks. Machine Learning Technology continues to develop rapidly, and it is impossible to predict the future risks that may arise from such developments.

Disease, Pandemics, and Epidemics. Disease, pandemic, and epidemic outbreaks and reactions to such outbreaks have resulted in historic market volatility and disruptions, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict all of which may result in significant losses to the Funds.

Business Continuity and Disaster Recovery Risks. VSM’s or the Clients’ portfolio companies’ business operations could be vulnerable to disruption in the case of catastrophic events such as fires, natural disasters, terrorist attacks, or other circumstances resulting in property damage, network interruption, and/or prolonged power outages. Although VSM has implemented measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on VSM and the Clients’ investments.

VSM has developed and tested a business continuity and disaster recovery plan (“BCP”) to provide protocols in an emergency, such as the recent COVID-19 pandemic. These procedures are designed to limit disruption in services and maintain efficient and effective operations. VSM continues to perform real-time firm-wide BCP testing which has proven the Firm has a well-defined plan and its controls and policies are effective.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that would be material to your evaluation of the Firm or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

As noted above, certain VSC Affiliates are managed by VSM and serve as general partner or managing member to the Clients. Pursuant to management agreements between VSM, VSC Affiliates, and the Clients, VSM provides investment management services to the Clients.

Neither VSM nor any of its management persons are registered, or have an application pending to register, as broker-dealers or registered representatives of a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of any of the foregoing entities. VSM does not recommend or select other investment advisers for any Clients.

Item 11 – Code of Ethics

VSM has adopted a Code of Ethics for any partner, officer, director (or other person occupying a similar status or performing similar functions), employee of the Firm, or other person who provides investment advice on behalf of the Firm and is subject to the supervision and control of the Firm (“Supervised Persons”). The Code of Ethics includes provisions relating to the confidentiality of Client and investor information, a prohibition on insider trading, restrictions and reporting requirements for certain gifts and business entertainment, and personal securities trading and reporting procedures, among other things. All Supervised Persons of VSM must acknowledge the terms of the Code of Ethics annually, or as amended. The Firm’s current or prospective Clients or investors can request a copy of the Firm’s Code of Ethics by contacting Jessica Boltinghouse at jboltinghouse@vancestreetcapital.com.

VSM’s Supervised Persons are required to follow the Firm’s Code of Ethics. The Code of Ethics is designed to identify and mitigate certain conflicts of interest in order to ensure that interests of VSM’s Supervised Persons will not interfere with (i) making decisions in the best interest of the Clients and (ii) implementing such decisions while, at the same time, allowing Supervised Persons to invest for their own accounts. Certain of VSM’s Supervised Persons invest in the Funds through vehicles created for Firm personnel, under the same terms and conditions as third party investors, except that (a) no Management Fee is charged with respect to employee participation in the investments and (b) no performance-based fee is deducted from the return of gain resulting from the sale of the Funds’ investments.

The Code of Ethics requires pre-clearance of certain transactions, which includes investments in any restricted security, limited offering, or private placement. The Code of Ethics also requires that Supervised Persons receive pre-clearance in advance of participating in an initial public offering. As required by the SEC, Supervised Persons trading is reported and continually monitored under the Code of Ethics to reasonably identify and prevent potential or actual conflicts of interest between VSM Supervised Persons and the Funds.

While VSM believes that its interests with respect to the success of the Clients are generally aligned, it is possible that conflicts of interest among VSM and the Clients might arise. Each Fund has an advisory committee, composed of certain investors in the Fund or their affiliates, to address conflict issues should they arise. VSM and the Clients may use the same legal counsel and accountants.

VSM will, but is not obligated to, offer co-investment opportunities to investors and/or third parties, which it will select in its sole discretion, for investments in a portfolio company either directly or through the formation of one or more co-investment vehicles. There is no guarantee that any investor would be offered a co-investment opportunity.

Item 12 – Brokerage Practices

The Clients invest in private securities whose purchase or sale does not require brokerage services. As a result, VSM is not in the business of selecting or recommending brokerage services or broker-dealers to Clients.

Item 13 – Review of Accounts

VSM continuously monitors the investments in Client accounts. Members of VSM’s investment committees meet to review the status of current and prospective holdings on a weekly basis.

VSM issues written annual and quarterly reports to the investors in the Clients and co-investment vehicles. The reports include a letter from VSM summarizing recent activity, updates on a Client's investments, and financial statements of the Client at each quarter and year end. The Client financial statements accompanying the annual report are audited by the international accounting firm, KPMG LLP.

Item 14 – Client Referrals and Other Compensation

The Firm has engaged a placement agent with respect to fundraising activities for Vance Street Capital IV, L.P. and Vance Street Capital IV-A, L.P. (collectively, "Fund IV"), private funds expected to commence operations in 2024. The placement agent will receive a percentage of the capital commitments of the limited partnership interests it placed with Fund IV as compensation for its services. VSM also previously had an arrangement with a placement agent to solicit investors in VSC II, VSC III, VSC EV1, VSC EV2, and VSC EV3. These arrangements adhere to the requirements set forth in Rule 206(4)-1 of the Advisers Act, and investors will not incur higher fees due to these referral compensation arrangements.

Item 15 – Custody

VSM does not maintain physical custody of its Clients' assets. However, the Firm believes that it would generally be viewed by regulators as having custody of Client assets for which VSM or an affiliate serves as the managing member or general partner, or temporary receipt of assets under Rule 206(4)-2 of the Advisers Act (the "Custody Rule"). Accordingly, the Firm and its affiliates intend to adhere to the applicable requirements of the Custody Rule with respect to each Client for which VSM or an affiliate serves as general partner or managing member. VSM is responsible for arranging the annual independent audits of the Funds by an independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board, in accordance with U.S. generally accepted accounting principles and for delivery of the audited financial statements to investors within 120 days from each Fund's fiscal year end, as required by the Custody Rule.

Item 16 – Investment Discretion

VSM has discretionary authority from the Clients to select the identity and amount of securities to be bought or sold. Discretion is exercised in a manner consistent with the stated investment objectives of the Clients. When selecting securities and determining investment amounts, VSM observes the investment policies, limitations and restrictions contained in the Clients' governing documents.

Item 17 – Voting Client Securities

The Clients own the private companies acquired for them by VSM. As the investment adviser to the Clients, VSM votes on all corporate issues using its best judgment and observing its fiduciary duty to the Clients. VSM will deliver to each investor in a Client, upon written request by contacting Jessica Boltinghouse at jboltinghouse@vancestreetcapital.com, a complete copy of its Proxy Voting Policies and Procedures and/or information on how it voted proxies for the applicable Client. The Firm is unlikely to vote as shareholders of publicly traded companies.

Item 18 – Financial Information

VSM does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance. VSM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to the Clients.