

**Item 1. Cover Page**

**ATW PARTNERS LLC  
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ATW Partners (BVI) Ltd**

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**Part 2A of Form ADV  
(The “Brochure”)**

April 19, 2024

This Brochure provides information about the qualifications and business practices of ATW Partners LLC (“ATW Partners”) and its relying advisers, ATW Partners Opportunities Management, LLC (“ATW Partners Opportunities”), ATW Partners (BVI) Ltd (“ATW BVI” and together with ATW Partners and ATW Partners Opportunities, the “Adviser”). If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or [cnourafchan@atwpartners.com](mailto:cnourafchan@atwpartners.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. Registration with the SEC does not imply a certain level of skill or training.

Additional information about the Adviser is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Material Changes**

Since the most previously filed Brochure on March 29, 2024, ATW BVI launched as a relying Adviser of ATW Partners.

Our current and future investors are encouraged to read this Brochure, as well as all of the governing documents applicable to their current or prospective investment, in its entirety. To receive an additional current copy of this Brochure free of charge, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or [cnourafchan@atwpartners.com](mailto:cnourafchan@atwpartners.com).

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#### **Item 4. Advisory Business**

ATW Partners and its relying advisers, ATW Partners Opportunities and ATW BVI, are investment advisory firms. ATW Partners and ATW Partners Opportunities are organized as limited liability companies under the laws of the State of Delaware with their principal place of business in New York, New York. ATW BVI is a British Virgin Islands Company, with its principal place of business in Costa Rica. ATW Partners commenced operations as an investment adviser in 2016, ATW Partners Opportunities commenced operations in 2020, and ATW BVI commenced operations in 2024. The principal owners of ATW Partners and ATW Partners Opportunities are Antonio Ruiz-Gimenez and Kerry Propper; and the principal owner of ATW BVI is Mr. Ruiz-Gimenez. Mr. Ruiz-Gimenez and Mr. Propper are collectively referred to herein as the “Principals”.

The Adviser provides discretionary investment advisory services to private funds which are often referred to as “Funds” and special purpose vehicles (“SPVs”, and collectively with the Funds, the “Clients”). Each Client is a privately offered pooled investment vehicle. The Adviser generally has broad and flexible investment authority with respect to the Funds’ investment portfolios and a narrower investment mandate with respect to the SPVs’ investment portfolios. As detailed below, the Adviser typically forms the SPVs to facilitate various co-investment opportunities in one specified portfolio company. In any case, the Adviser provides investment advisory services to the Clients based on each Client’s specific investment objectives and strategies and does not tailor its advisory services to the individual needs of investors in the Clients. Each Client’s Governing Documents (defined below) will outline investment and portfolio restrictions, if any.

Unless otherwise stated in the Client’s Governing Documents, when the Adviser or affiliate, as applicable, deems it appropriate, it will at times, but shall not be obligated to, provide the Funds’ investors or third parties with co-investment opportunities. The Adviser typically arranges for such co-investment opportunities through the formation of SPVs. Decisions regarding whether and to whom to offer such co-investment opportunities are made at the sole discretion of the Adviser or affiliate or as otherwise detailed in the applicable Governing Documents of a Fund. Moreover, at the Adviser’s sole discretion, its Principals, employees, and Funds will at times invest in the SPVs. The economic and other terms of any such SPV will be determined by the Adviser in its discretion, and in accordance with applicable governing law and Clients’ Governing Documents, on a case-by-case basis, and the Adviser or affiliate will receive fees and/or allocations from co-investors, which can differ among co-investors.

As of December 31, 2023, the Adviser had approximately \$497,443,480 in regulatory assets under management which were managed on a discretionary basis.

The Adviser does not participate in a wrap fee program.

#### **Item 5. Fees and Compensation**

The Adviser generally charges Clients an investment management fee (the “Management Fee”) based on the amount of the Clients’ commitment under management. The Management Fee is typically payable to the Adviser quarterly in advance. The Adviser generally charges a Management Fee for the Funds at an annual rate of up to 2% of the value of each investor’s commitment as of the first day of the applicable quarter. For the SPVs, the Adviser generally charges an annual fee of 1% of the value of each investor’s capital contributed at the time of funding. The Management Fee will be prorated for any period that is less than a full quarter. Similarly, Clients that pay a Management Fee in advance will generally be refunded a pro rata portion of the fee if the advisory relationship is terminated prior to the end of the relevant billing period. The Adviser instructs the Client’s custodian or administrator to deduct the Management Fee from the applicable Client accounts.

In addition, the Clients are generally subject to an incentive fee or incentive allocation (collectively, the “Performance Fee”) of up to 20% of all income, gains and losses derived from portfolio investments. The Adviser or an affiliate of the Adviser is paid or allocated the Performance Fee. When calculating the Performance Fee, the Management Fee and all items of income, loss and expense incurred by the Client will be taken into account. Under a loss carryforward provision contained in certain Clients’ investment advisory agreements, offering documents, or other governing documents (the “Governing Documents”), Performance Fees will not be charged or allocated until any net losses previously allocated have been offset by subsequent net profits.

The Adviser, in its sole discretion, has the ability to waive or modify the Management Fee and the Performance Fee for investors that are members, employees or affiliates of the Adviser, relatives of such persons, and for certain large or strategic investors.

Each Client will bear its own expenses, generally including operating and organizational expenses, as set forth in its respective Governing Documents or other agreement with the Adviser or its affiliates. Expenses borne by each Client will at times differ from the expenses borne by other Clients. A Client is generally responsible for all costs and expenses associated with executing on the investment strategy and program of a particular Client. These expenses include but are not limited to: (i) all general investment expenses including broken deal expenses, unconsummated deal expenses and similar other costs; (ii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance and consulting costs and expenses; (iii) all fees, costs and expenses related to middle office operations; (iv) fees, costs and expenses of third-party service providers; (v) costs and expenses associated with preparing investor communications and holding meetings for investors; (vi) certain insurance costs and expenses including but not limited to directors and officers insurance; (vii) taxes and other governmental charges payable by a Client; and (viii) governmental licensing, filing and exemption fees.

Common expenses are incurred on behalf of more than one Client. In such instances, the Adviser seeks to allocate those common expenses among the Clients in a manner that is fair, equitable, and reasonable over time. However, expense allocation decisions may involve potential conflicts of interest (e.g., conflicts relating to different expense arrangements with certain Clients). The Adviser uses various methods to allocate expenses among Clients depending on the circumstances (e.g., pro rata based on assets under management or relative participation in the related expense, etc.). The determination as to the method(s) used will generally be based on relative use of the product or service, the nature or source of the product or service, the relative benefits derived by the Clients from the product or service, or other relevant factors.

Prospective and existing investors of Clients must carefully review the Governing Documents for a complete description of relevant fees and expenses.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

As described in Item 5 above, the Adviser or an affiliate generally is entitled to receive a Performance Fee. Although the Adviser believes that the Performance Fee aligns its interest with those of its Clients, the receipt of performance-based compensation creates a potential conflict of interest between the Adviser’s interest to generate revenue for itself, and its personnel and affiliates, and the interests of Clients. Specifically, performance-based fee arrangements create an incentive for the Adviser to make investments that are considered riskier or more speculative than those that would be otherwise recommended under a different fee arrangement. Additionally, the Adviser could be incentivized to favor Clients that pay a relatively higher Performance Fee.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the receipt of a Performance Fee and the management of multiple accounts and Clients. The

Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. In addition, the Adviser's procedures relating to the allocation of investment opportunities generally require that similarly managed accounts participate in investment opportunities pro rata based on asset size or as otherwise deemed fair and equitable by the Adviser. The Adviser will also take into account the Client's investment objectives, strategies and risk profile; any restrictions placed on a Client's portfolio by the Client or by federal or state law; the size of the account; the total portfolio invested position; the nature of the security to be allocated; the size of the available position; the supply or demand for a security at a given price level; the current market conditions; and any other information determined to be relevant.

## **Item 7. Types of Clients**

As described in Item 4, the Adviser's Clients are pooled investment vehicles. Generally, the Clients limit their investors to persons who are "accredited investors," "qualified clients," and "qualified purchasers" as such terms are defined under applicable U.S. securities laws, rules, and regulations. Any initial and additional capital commitment minimums for investors are disclosed in the applicable Client's Governing Documents.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis and Investment Strategies**

In general, the Adviser's objective is to achieve capital appreciation through a hybrid structured finance strategy, including investments in private equity, venture capital and/or structured finance. The Adviser believes that this combination of investment strategies offers its Clients investment flexibility as well as an ability to potentially mitigate risks.

As detailed in Item 4, the SPVs typically are formed to invest in one portfolio company while the Funds will generally have multiple portfolio companies. The Clients will invest in various public and private securities including but not limited to equity, preferred equity, and debt to pursue each of the Client's respective investment objectives.

A typical targeted portfolio company may have, in the Adviser's opinion some or all of: (1) a high -quality management team with a successful track record, (2) great products or high conviction ideas with a competitive edge in growing industries, (3) large, addressable markets or unique markets with high barriers to entry, (4) high quality collateral, (5) stable cash flow, and/or (6) other assets which offer downside protection to a Client's investments.

### **Risk Factors**

Investments made on behalf of a Client are speculative and involve a substantial degree of risk, including the risk that an investor of a Client could lose some or all of its investment. The following summary identifies certain risks related to the Adviser's investment strategy and should be carefully evaluated before making an investment with the Adviser. The following is not intended to identify all possible risks of an investment with the Adviser or provide a full description of the identified risks.

Risks of Investments Generally. All investments risk the loss of capital. No guarantee or representation is made that the Client's investment program will be successful. Certain investment techniques of the Client can, in certain circumstances, substantially increase the impact of adverse market movements to which the Client may be subject. In addition, a Client's investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets

where the Client invests its assets. The Clients' methods of minimizing such risks may not accurately predict future risk exposures. Also, information used to manage risks may not be accurate, complete, or current, and such information may be misinterpreted.

Dependence on Key Personnel. The Adviser is dependent on the services of the Principals. The success of the Clients will depend to a great extent on the experiences of the Principals. The Clients could be adversely affected if, because of illness, resignation or other factors, the services of the Principals were not available for any significant period of time.

Changes in Investment Strategies. The general partner of certain Clients (a "General Partner") and the Adviser generally have broad discretion to expand, revise or contract a Client's business without the consent of the limited partners or members. To the extent permissible by the applicable Governing Documents, each Client's investment strategies may be altered, without prior approval by, or notice to, the limited partners, if the General Partner and/or the Adviser determine that such change is in the best interest of the Client.

Undisclosed Investing Strategy. The General Partner and/or the Adviser's investment strategy and the techniques that will be employed to attempt to reach a Client's goals are proprietary and will generally not be disclosed to potential investors. As a result, a potential investor's decision to invest in a Client must be made without the benefit of being able to review and analyze the General Partner's and/or the Adviser's strategies and techniques.

Lack of Liquidity and Transferability. A Client's redemption and withdrawal provisions place restrictions on the right of an investor to redeem or withdraw all or part of its interests in a Client, transfer its interests and pledge or otherwise encumber its interests. Thus, it is unlikely that a holder of interests will be able to liquidate its interests in the event of an unanticipated need for cash. Interests may not be transferred or pledged except in compliance with significant restrictions on transfer as required by federal and state securities laws and as otherwise provided in the relevant Governing Documents. The Governing Documents of Clients generally do not permit an investor to transfer or pledge all or any part of its interests to any person without the prior written consent of the General Partner or Adviser, which consent may be granted in the General Partner's and/or Adviser's sole and absolute discretion. These limitations, taken together, will significantly limit an investor's ability to liquidate an investment in the Client quickly. As a result, an investment in the Client would not be suitable for an investor who needs liquidity.

Investments with Third Parties. The Clients will at times co-invest with third parties through consortiums of private equity investors, partnerships, joint ventures, or other similar arrangements. Such investments will involve risks in connection with such third-party involvement, including the possibility that a third-party partner or co-venturer may have financial, legal, or regulatory difficulties, resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of a Client, may be in a position to take (or block) action in a manner contrary to a Client's investment objectives, or the increased possibility of a default by, diminished liquidity or insolvency of, the third party, due to a sustained or general economic downturn. In addition, a Client may in certain circumstances be liable for the actions of its third-party partners or co-venturers. Furthermore, if a co-venturer defaults on its funding obligations, a Client may be required to make up the shortfall. Investments made with third parties through consortiums of private equity investors, partnership, joint ventures, or other similar arrangements may involve incentive compensation and/or other fees payable to such third-party partners or co-venturer.

Limited Operating History of Portfolio Companies. Certain of the Clients' portfolio companies are likely to have limited or no operating histories by which the Adviser can assess their ability to achieve, sustain and increase revenues or profitability. Any such portfolio company's financial results will be affected by many factors, including, without limitation: (a) the ability to successfully identify a market or markets in which there is a need for their products or products using their technologies; (b) the ability to successfully

negotiate strategic alliances, licensing and other relationships for product development, marketing, distribution and sales; (c) the progress of research and development programs with respect to the development of additional products and enhancements to existing products; (d) the ability to protect proprietary rights; and (e) competing technological and market developments, particularly from companies that may have substantially greater resources. There can be no assurance that the Clients' portfolio companies will be able to achieve and maintain cost efficient operations or that any of their products or services will achieve a significant level of market acceptance. The development and commercialization of products or services of the Clients' portfolio companies will require additional development, sales and marketing and other significant expenditures. The required level and timing of such expenditures will impact their ability to achieve profitability and positive cash flows from operations at the levels projected, or at all. There can be no assurance that the Clients' portfolio companies will ever achieve significant commercial revenues or profitability.

Shared Restricted List. The Adviser and certain of its affiliates share restricted lists. As such, Clients will be restricted from acquiring or disposing of certain securities that are on the shared restricted lists. Please see Item 10 for more information.

Shared Research. Research services, including but not limited to reports on individual companies, industries or markets, as well as discussions with research personnel, pricing and statistical services, databases and other news, technical and telecommunications services paid by the Adviser is expected to be used by other affiliates and therefore will likely benefit other clients of Related Advisers (as defined below).

Contagion Risk. Each Client has the power to issue interests in series or classes. A Client's Governing Documents at times will provide for the manner in which the liabilities are to be attributed across the various series or classes (liabilities are to be attributed to the specific series or classes in respect of which the liability was incurred). However, each Client is a single legal entity and there is no limited recourse protection for any series or classes. Accordingly, all of the assets of a Client will be available to meet all of its liabilities regardless of the series or classes to which such assets or liabilities are attributable. In practice, cross-series or cross-class liability is only expected to arise where liabilities referable to one series or classes are in excess of the assets referable to such series or classes and it is unable to meet all liabilities attributed to it. In such a case, the assets of a Client attributable to other series or classes may be applied to cover such liability excess and the value of the contributing series or classes will be reduced as a result.

Investment in Highly Leveraged Companies; Use of Leverage. Certain Clients' investments are expected to include companies whose capital structures have significant leverage. The leveraged capital structure of such investments involves a higher degree of risk and increases the investment's exposure to adverse economic factors such as rising interest rates, downturns in the economy, or deteriorations in the condition of the investment. Borrowings by a Client will further diminish returns (or increase losses on capital) to the extent overall returns are less than a Client's cost of funds. As a general matter, the presence of leverage can accelerate losses. A Client's investments may involve varying degrees of leverage, which could magnify the impact of circumstances such as unfavorable market or economic conditions, operating problems, and other changes that affect the relevant portfolio company or its industry, resulting in a more pronounced effect of such circumstances on the profitability or prospects of such companies. In using leverage, these companies may be subject to terms and conditions that include restrictive financial and operating covenants, which may impair their ability to finance or otherwise pursue their future operations or otherwise satisfy additional capital needs. Moreover, rising interest rates may significantly increase portfolio companies' interest expense, causing losses and/or the inability to service debt levels. If a portfolio company cannot generate adequate cash flow to meet its debt obligations, a Client may suffer a partial or total loss of capital invested in such portfolio company. To the extent there is not ample availability of financing for leverage transactions (e.g., due to adverse changes in economic or financial



market conditions or a decreased appetite for risk by lenders), a Client's ability to consummate certain transactions could be impaired.

Liquidity Pressure from Midsized or Regional Banks. As a result of increasing interest rates, reserves held by banks and other financial institutions in bonds and other debt securities could face a significant decline in value relative to deposits and liabilities which, coupled with general economic headwinds resulting from a changing interest rate environment, creates liquidity pressures at such institutions. This pressure may be greater for midsized or regional banks that have less diversified customer bases or whose customer bases are concentrated in certain industries. As a result of this environment, certain sectors of the credit markets could experience significant declines in liquidity, and it is possible that a Client will not be able to manage this risk effectively.

Risk of Default or Bankruptcy of Third Parties. The Clients will engage counterparties. Under certain conditions, a Client could suffer losses if a counterparty to a transaction were to default or if the market for certain securities, other financial instruments and/or other assets were to become illiquid. In addition, a Client could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Client does business, or to which securities, other financial instruments and/or other assets have been entrusted for custodial purposes.

Risks Associated with Private Equity Investments. Clients at times will make investments in private equity-related assets. Private equity-related assets are subject to various risks, including adverse changes in national or international economic conditions, adverse local market conditions, the financial conditions of portfolio companies, changes in the availability of terms of financing, changes in interest rates, exchange rates, corporate tax rates and other operating expenses, environmental laws and regulations, and other governmental rules and fiscal policies, energy prices, changes in relative popularity of certain industries or the availability of purchasers to acquire companies, risks due to dependence on cash flow, risks and operating problems arising out of the presence of certain construction materials, as well as acts of God, uninsurable losses, war, terrorism, earthquakes, hurricanes or floods and other factors which are beyond the control of a Client. Additionally, private equity investments typically exhibit a value development pattern commonly known as "J curve," in which the net asset value typically declines during the early years of an investment's life as fees and expenses are incurred before investment gains, if any, have been realized.

Public Equity Securities. Some of the Clients will hold equity securities. The value of equity securities is subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. While offering greater potential for long-term growth, equity securities are more volatile and involve a greater degree of risk than some other forms of investment.

Cybersecurity. The Adviser, its service providers, its counterparties and other market participants on whom the Adviser relies, increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Client or their investors, despite the efforts of the Adviser, its service providers, its counterparties and other market participants on whom the Adviser relies to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, e-mail and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Client or its investors. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Adviser's, its affiliates' or any of their service providers' systems to disclose sensitive information in order to gain access to the Adviser's data or that of its investors. A successful penetration or circumvention of the security of the Adviser's systems or the systems of the Adviser's service providers, counterparties or other market participants on whom the Adviser relies on could result in the loss or theft of an investor's and of Client's data or funds,

the inability to access electronic systems, disruption of its business, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Client, the Adviser, their service providers, their counterparties and other market participants on whom the Adviser relies on to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, liability to clients or third parties, regulatory intervention or financial loss. Furthermore, the Adviser cannot control the cybersecurity plans and systems put in place by its service providers or any other third parties whose operations may affect the Client.

Market Disruptions; Government Intervention. The global financial markets have in recent years gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. The Clients could incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets, many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving.

Privately Owned Companies. Some of the Clients will invest in private company securities. Private company securities may be subject to legal or other restrictions on transfer or may have no liquid market, and it may be impossible to sell such investments when desired or to realize their fair value in the event of a sale. Moreover, as a result of the absence of a public trading market for these securities, there is likely to be substantially less liquidity than in the case of publicly-traded securities and, therefore, substantial delays in attempting to realize value for such non-publicly traded securities. Further, companies whose securities are not registered or publicly traded are not subject to the disclosure and other investor protection related requirements that would be applicable if their securities were registered or publicly-traded.

Micro, Small and Medium Capitalization Companies. The Clients at times will invest in the securities of companies with micro- or small- to medium-sized market capitalizations. The Adviser believes such securities often provide significant potential for appreciation, but those securities involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of micro- and small capitalization and even medium-capitalization stocks are often more volatile than prices of large capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, “blue chip” companies. In addition, because of thin trading, an investment in those securities may be less liquid or illiquid.

Risks Associated with Private Investment in Public Equity (“PIPE”) Investments and Special Purpose Acquisition Vehicle (“SPAC”) Merger Strategy. Some of the Clients at times will make private investments in public equities, or PIPEs. PIPE transactions typically involve the purchase of securities directly from a publicly traded company or its affiliates in a private placement transaction, typically at a discount to the market price of the company’s common stock. Equity issued in this manner is often subject to transfer restrictions and is therefore less liquid than equity issued through a registered public offering. In a PIPE transaction, a Client may bear the price risk from the time of pricing until the time of closing. The Client at times will be subject to lock-up agreements that prohibit transfers for a fixed period of time. In addition, because the sale of the securities in a PIPE transaction is not registered under the Securities Act of 1933, the securities are “restricted” and cannot be immediately resold by the investors into the public markets. Accordingly, PIPE securities may be deemed illiquid.

Additionally, a Client will at times seek to make venture capital or similar investments in private placements of convertible preferred stock, common stock or other equity securities issued by private companies, with the expectation that the liquidity event associated with a Client’s investment in the private company will

occur on a relatively expedited basis in the form of the shares of the private company becoming publicly-traded through a merger between the private company and a SPAC. A number of risks can be associated with any such investments, including, without limitation, the risk that a suitable public company may not ultimately be identified as a merger candidate or, if a suitable public company is identified as a merger candidate, a merger may not be successfully negotiated or, if successfully negotiated, may fail to be consummated due to any number of possible factors that would be beyond the control of the Adviser. In any such case, a Client may be required to remain as a stockholder of the private company for a longer-term than anticipated and wait for an alternative liquidity event, if any, to materialize. If a merger with a public company can be negotiated and consummated and a Client receives as merger consideration in exchange for its shares of the private company shares of the public company, there are a number of additional risks associated. For example, the shares of a public company received by the Client in connection with any such merger may be subject to restrictions on transfer in connection with negotiated “lockup” arrangements, pursuant to applicable federal securities law restrictions or otherwise, that may limit the Client’s ability to obtain liquidity with respect to such shares for a period of time following the merger closing. Additionally, as discussed in Item 10 of this Brochure, other risks and conflicts will exist if (i) Chardan is advising, underwriting, or serving in another similar capacity to the Client’s portfolio Company or the SPAC or (ii) the Related Adviser’s clients are invested in the SPAC.

Risks Related to Investment in SPAC and Sponsor Equity. Additionally, Chardan and other related parties, including a Principal, at times will gain access to SPAC sponsor equity because of its or their relationship with the sponsor of a particular SPAC. SPAC sponsors typically have broad powers to forfeit, transfer, exchange or otherwise affect the sponsor equity securities. Generally, SPAC sponsor securities are subject to various trading restrictions.

Founder common stock of a SPAC, which were purchased or otherwise received by the sponsor and/or directors or other affiliates of the SPAC prior to the SPAC’s IPO, have limited voting rights, if any, and are not entitled to a pro rata portion of the trust proceeds if a business combination does not occur. Founder shares and warrants purchased prior to or in connection with the SPAC’s IPO will become worthless if there is not a successful business combination.

Furthermore, at times there will be cases where affiliates of the Adviser, including clients of Related Adviser, will invest in certain SPACs (including in SPAC sponsored equity), in which a Client is invested in the target of the SPAC or intends to invest in the target or post business combination entity. To the extent this is the case, the Adviser will face a conflict of interest. For example, the Client’s investment or prospective investment could also benefit affiliates of the Adviser by providing capital to an issuer in which the other clients of the Adviser or Related Adviser have an investment. Alternatively, the Adviser may be influenced to direct a Client investment in a specific manner if there is a risk that the SPAC sponsor equity will be worthless if the business combination is not completed. Please see Item 10 for more information.

Board of Director Participation. A Client’s investment strategy from time to time will enable it to place its representatives on the Board of Directors (or similar governing body) of certain Clients’ portfolio companies. A Client will attempt to balance the advantages and disadvantages of such representation when deciding whether and how to exercise its rights with respect to such companies (including whether or not such representation will cause the representative to be considered a fiduciary), but the exercise of such rights could produce adverse consequences in particular situations, including exposing the assets of the Client to claims it would not otherwise be subject to as well as restricting a Client from taking certain actions under certain circumstances.

## **Item 9. Disciplinary Information**

There is no disciplinary information to disclose.

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

Kerry Propper and another member of the Adviser's team, Jack Liu, are registered representatives of Chardan, a Financial Industry Regulation Authority ("FINRA") registered broker dealer. Additionally, Mr. Propper is a substantial owner and Chairman of Chardan.

At times, conflicts of interest will arise in allocating Mr. Propper's and Mr. Liu's time and activity between the Adviser and Chardan. However, it is anticipated that Mr. Propper and Mr. Liu will continue to dedicate the majority of their time to the Adviser and the Related Advisers (as defined below).

With respect to Chardan's relationship with the Adviser, Chardan will provide broker dealer services to some of the Clients in exchange for financial compensation. Such services will include but not be limited to Chardan (i) presenting investment opportunities to the Adviser for the Clients to participate in and (ii) executing transactions for the Clients. The Adviser anticipates that Chardan will execute a portion of the Clients' transactions as broker, if the Adviser determines that it is consistent with its practices with respect to seeking best execution. Additionally, Chardan, at times, will also provide investment banking advice and services to portfolio companies in the Clients' portfolios and will act as an underwriter, placement agent and adviser to SPACs to which a Client at times will be invested in the targets of such SPACs. Alternatively, Clients at times will invest in the post business combination entities where Chardan is acting as an adviser or placement agent (including because of Chardan's introduction of such investment opportunities to the Adviser and its Clients).

In exchange for the aforementioned services, the Clients will pay fees which the Adviser views as reasonable in light of the services received and current industry rates. For example, Chardan will receive customary fees in the form of commissions for transactions which are affected through Chardan as an executing broker. Any such compensation received by Chardan and indirectly by Mr. Propper (by virtue of his ownership interest in Chardan) will be in addition to any compensation that Mr. Propper will receive in connection with his role as a principal of the Adviser. For the avoidance of doubt, Mr. Propper (and Mr. Liu) will not receive any direct commissions with respect to any Client transaction.

The receipt of any such fees creates actual and/or potential conflicts of interest including but not limited to the Adviser having an incentive, economic or otherwise, to select Chardan to execute the Clients' trade or invest in investment opportunities which Chardan presents to the Adviser for a Client to invest in. In any case, the Adviser believes this conflict is mitigated as it will seek best execution when determining a broker dealer, including Chardan, for its Clients' transactions. Please see Item 12 for the Adviser's considerations when selecting a broker dealer.

Moreover, as discussed in Item 8, Chardan (and at times Mr. Propper) will sponsor SPACs and/or beneficially own SPAC sponsor equity. Chardan and Mr. Propper will benefit from the Clients' ownership in any such SPAC. In fact, Chardan (and Mr. Propper) will likely avoid substantial losses and potentially have substantial gains, if any such SPAC successfully completes a business combination. In such instances, a conflict of interest will arise when the Clients are invested in the target of such SPACs, or the Adviser is evaluating an investment in the post business combination entity. The Adviser will comply with its policies and procedures to mitigate any potential conflicts in accordance with its internal procedures, Governing Documents, and its fiduciary duty to its Clients.

The Adviser at times will engage Chardan to act as a placement agent for a Client. Aside from the compensation it will receive, Chardan will be incentivized to recommend investors to a Client because of Mr. Propper's relationship with Chardan. The Adviser will comply with Rule 206(4)-1 of the Advisers Act with respect to any such engagement.

## Advisory Affiliates

The Adviser discloses other related persons in Item 7.A of Part 1A of its Form ADV including but not limited to other affiliated registered investment advisers, SZOP Multistrat Management LLC (“SZOP”) and ATW SPAC Management LLC (“ATW SPAC,” and together with SZOP, the “Related Advisers”). The Related Advisers are principally owned by the Principals. As a result of this, dealings between the Adviser, the Related Advisers, the clients of the Related Advisers, the general partners of such client(s), and between each of these entities and the Clients, will not reflect terms that would be reached in an “arms-length” negotiation if the entities had different Principals. As an example, the Clients can benefit from research paid for by other clients of Related Advisers and vice versa. In addition, at times, conflicts of interest can arise in allocating the Principals’ time and activity between the Adviser and the Related Advisers and in effecting transactions for these entities and the Clients, including transactions in which the Principals have a greater financial interest. The Principals will endeavor to act in a manner that they consider fair, reasonable, and equitable in allocating their time and investment opportunities among the aforementioned affiliates.

Moreover, the Related Advisers have varying trading strategies. Related Advisers and the Adviser at times will hold securities of the same companies (including having positions in different parts of the capital structure and cross positions), and could purchase securities for one client and sell for another, which at times will present a conflict of interest. For example, Related Advisers are investment advisers that implement proprietary trading strategies focused on trading in public equity securities of SPACs and other publicly-traded companies that at times will engage in mergers or other business combination transactions with companies that are or may become portfolio companies of the Clients. Likewise, the Adviser, at times, will invest through a (i) PIPE, (ii) private company that has committed or is expected to merge with a SPAC, (iii) post-merger company, (iv) other publicly traded entity or (v) otherwise, where the Related Advisers’ clients beneficially own the publicly-traded securities or have another interest in such company. Accordingly, perceived, and actual conflicts of interest exist and arise with respect to the investment strategies of the Clients managed by the Adviser versus the investment strategies of the Related Advisers. The Adviser at times will make different decisions with respect to the Clients’ investments in the securities than decisions that are or will be made for the other clients of related parties that also hold the same or similar securities.

In sum, the Adviser, Related Advisers (including their respective clients), the Clients, and other related parties including Chardan will at times have conflicting interests regarding the same or related investment positions. For example, without limitation, the Related Advisers will be conflicted when presented an opportunity to vote shares of a SPAC when Clients own interests in the private target company or when Chardan is the underwriter or sponsor of the SPAC. Moreover, the Clients at times will be restricted pursuant to the activities or access to information of the aforementioned parties. For example, without limitation, the Adviser at various times will be subject to different restrictions with respect to their ability to sell or otherwise deal in securities of portfolio companies held by or anticipated to be held by the Clients based on contractual commitments by which it, the Related Advisers, and Chardan are bound, and/or applicable federal securities law restrictions and exemptions, etc. The Clients at times will also be restricted as the Related Advisers and Chardan will share and be required to comply with each other’s restricted lists. Stated differently, the Adviser and Clients will become restricted if a Related Adviser or Chardan are in possession of MNPI of a certain issuer.

The Adviser, Principals, and Related Advisers will use commercially reasonable best efforts to adhere to procedures designed to ensure that all such clients are treated equitably and in a manner that does not adversely affect any one client to the benefit of another. The Adviser will at all times act in compliance with its fiduciary duty and all applicable laws, rules, and regulations. Conflict of interest situations that arise in connection with the management of the assets of Clients will be handled on a case-by-case basis. If a principal transaction or agency cross transaction arises by virtue of the relationships mentioned herein,

the Adviser will receive the required consents from the Clients in accordance with the relevant Governing Documents and Rule 206(3) of the Investment Advisers Act of 1940 (the “Advisers Act”).

Future activities of the Adviser and its related parties may give rise to additional conflicts of interest.

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

The Adviser has adopted a Code of Ethics (the “Code”) that obligates the Adviser and its supervised persons to put the interests of the Clients before their own interests and to act honestly and fairly in all respects in their dealings with the Clients. All of the Adviser’s personnel are also required to comply with applicable federal securities laws. Upon onboarding with the Adviser and at least once a year thereafter, each supervised person is required to acknowledge their receipt and understanding of the Code and agree to be bound by it. Supervised persons are required to promptly report any violations of the Code of which they become aware. For additional information about the Code or to request a copy, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or [cnourafchan@atwpartners.com](mailto:cnourafchan@atwpartners.com).

The Code contains a securities trading policy, which sets forth standards of conduct that are expected of supervised persons, as well as addresses conflicts that can arise from personal trading. The Code covers standards of business conduct, prohibited business practices, personal trading requirements, reporting of personal securities transactions, insider trading, restrictions on accepting and giving significant gifts, and reporting of certain gifts and business entertainment items, among other items.

The Code includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated. Supervised persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information (“MNPI”) regarding these securities or communicating MNPI to others. A restricted list is maintained regarding issuers which the Adviser and its related persons, including Related Advisers and Chardan, have MNPI. Pre-clearance is required for certain personal securities transactions and Client transactions, including initial public offerings, certain limited offerings, and other reportable transactions. In addition, supervised persons are required to submit quarterly reports of security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest.

The Adviser’s Code requires personnel to report their personal securities transactions and comply with the policies and procedures reasonably designed to prevent the misuse of, or trading upon, MNPI. In the course of its investment management and other activities, the Adviser will directly or indirectly come into possession of confidential or MNPI about issuers of securities, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of a Client. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, including the Clients. The Adviser maintains written policies and procedures reasonably designed to prohibit the communication of such information to persons who do not have a legitimate need to know such information and to otherwise ensure that the Adviser is acting in compliance with applicable law. In certain circumstances, the Adviser will possess certain confidential or MNPI that, if disclosed, might be material to a decision to buy, sell or hold a security. The Adviser and its personnel are prohibited from communicating such information with respect to the Clients or using such information for the Clients’ benefit.

#### **Participation or Interest in Client Transactions**

Supervised Persons of the Adviser will at times have interest in Clients’ transactions and positions personally or by virtue of their relationships with the Adviser’s Related Advisers and with respect to Mr.

Propper and Chardan. Such practices and relationships present a conflict where the Adviser or its related person is in a position to trade in a manner that could adversely affect the Clients. In addition to affecting the Adviser's or its related persons' objectivity, these practices by the Adviser or its related persons have the potential to also harm the Clients by adversely affecting the price at which the Client trades are executed. The Adviser has adopted the Code, in part, in an effort to minimize such conflicts. The Adviser requires its related persons to pre-clear certain transactions in their personal accounts with the Adviser's Chief Compliance Officer or her delegate, who will deny permission to execute the transaction if such transaction will have an adverse economic impact on the Client. In addition, the Code prohibits the Adviser or its related persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. All supervised persons of the Adviser are also required to provide broker confirmations of each transaction in which they engage and a quarterly certification of such transactions. Trading in employee accounts will be reviewed by the Chief Compliance Officer or her delegate and reviewed against the restricted securities list.

To the extent the Adviser buys or sells securities for a Client, at or about the same time that the Adviser or a related person, including clients of a Related Adviser, buys or sells the same securities for its own account the Adviser and the related person, if applicable, will do so in accordance with the procedures described above in order to minimize the conflicts stemming from situations where the contemporaneous trading would result in an economic benefit for the Adviser or its related person to the detriment of a client.

From time to time, the Adviser will be presented with investment opportunities that would be suitable for more than one of the Clients. In determining which investment vehicles should participate in such investment opportunities, the Adviser and its affiliates are subject to conflicts of interest among the clients. The Adviser attempts to resolve these conflicts of interest in light of its obligations to Clients and attempts to allocate investment opportunities among investors in a fair and equitable manner and in accordance with the Adviser's policies on investment allocation.

If a principal transaction or agency cross transaction arises, the Adviser will execute such transaction with the consent of the applicable Client or as otherwise permitted by Rule 206(3) of the Advisers Act. Client consent will be sought in connection with any approvals required under the Clients' Governing Documents, the Advisers Act, including Rule 206(3) thereunder.

Lastly, the Adviser has implemented policies and procedures to guard against any conflicts and risks that are enhanced by having supervised persons associated with multiple regulated entities at one time, including but not limited to conflicts of interest, misappropriation, proprietary or private information, and any other form of market manipulation.

## **Item 12. Brokerage Practices**

The Adviser does not receive Client referrals for recommending broker-dealers to any of its Clients.

As described in Item 10 above, Mr. Propper is an equity owner of Chardan and serves as the Chairman. Clients at times will engage in transactions with Chardan, by which Chardan presents investment opportunities in which Clients invest and at times Chardan will act as an executing broker for Clients. Please refer back to Item 10 for additional information.

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions. Such factors include but are not limited to net price, reputation, financial strength and stability, expertise, operational and regulatory controls, availability and quality of service, responsiveness, and the competitiveness of compensation rates in comparison with other brokers. Brokers are selected based on the ability of the broker



to provide best execution, as well as the characteristics of the security to be traded and the willingness and ability of a firm to provide proprietary research or third-party research services deemed valuable to the investment process. This determination is a qualitative analysis, and the lowest possible commission cost is not a determinative factor.

It is the Adviser's practice to aggregate purchase and sale orders of investments held by a Client's account with similar orders being made simultaneously for another Client or client of a Related Adviser, if, in the Adviser's reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the applicable clients, based on an evaluation that the applicable parties will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale in a manner it deems fair and equitable among the participating accounts (including at times clients of Related Advisers). At times, this will result in a pro rata allocation or other allocation as agreed to with the Clients. The Adviser can make adjustments or changes under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable.

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

The Principals and other members of the Adviser's investment team regularly review and monitor each Client's portfolio to determine whether positions should be maintained in view of current market conditions. The Adviser's review considers specific securities held, adherence to investment guidelines and the Client's performance.

Clients' investors receive reports as described in their respective Governing Documents and as otherwise required under applicable law. Such reports generally include but are not limited to audited financial statements on an annual basis (only with respect to the Funds), periodic portfolio updates, and account statements.

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

The Adviser does not compensate any person for Client referrals.

Provided, however, the Adviser will receive unsolicited research or other products or services other than execution (collectively the "Free Services") from broker-dealers at no apparent additional charge and not pursuant to any written "soft dollar" arrangement from a broker-dealer in connection with Client securities transactions. To the extent that the receipt of such Free Services is deemed an economic benefit or a "soft dollar" relationship, the Adviser will limit the Free Services to items that constitute research and brokerage within the meaning of Section 28(e). These services can create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser's interest in receiving the research or other products or services can result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates which can result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its Clients.



## **Item 15. Custody**

The Adviser will comply with all applicable requirements of Rule 206(4)-2 of the Advisers Act (the “Custody Rule”) with regards to custody of assets of the Clients. The Custody Rule imposes certain obligations on registered investment advisers that have custody or possession of any funds or securities in which any client has beneficial interest. An investment adviser is deemed to have custody or possession of client funds or securities if (i) the adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them (regardless of whether the exercise of that authority or ability would be lawful) or (ii) the Adviser’s or its affiliate serves as a general partner to a limited partnership client of the Adviser.

Rule 206(4)-2 generally imposes on registered investment advisers with custody of clients’ funds or securities certain requirements concerning reports to such clients (including underlying investors in certain circumstances) and surprise examinations relating to such clients’ funds or securities. Provided, however, registered investment advisers need not comply with such requirements with respect to pooled investment vehicles if the pooled investment vehicle: (i) is audited at least annually by an independent public accountant, and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to the client, or, in certain circumstances, all limited partners, members or other beneficial owners, within 120 days (180 days in the case of a fund of fund adviser) of its fiscal year end.

The Adviser intends to rely upon this exemption for its Funds, and therefore will be exempt from the Custody Rule’s reporting and examination requirements, solely with respect to the Funds. Annually, upon completion of the Funds’ year-end audit, the Adviser intends to distribute audited financial statements to the investors in the Funds within 120 days of the end of each fiscal year, in compliance with the Custody Rule.

However, at this time, the Adviser does not rely upon this exception for its SPVs and is therefore subject to the Custody Rule’s reporting and examination requirements with respect to its SPVs.

Moreover, the Adviser is required to maintain the funds and securities of Clients (except for securities that qualify for the privately offered securities exemption of the Custody Rule) which it has custody with a “qualified custodian.” Qualified custodians include banks, broker-dealers, FCM and certain foreign financial institutions. Accordingly, the Clients’ funds and securities are held in custody at independent qualified custodians including but not limited to independent broker dealers and banking institutions except with respect to the Funds’ privately offered securities which meet the specified criteria of the privately offered security exemption of the Custody Rule and related guidance.

The Adviser urges its Clients, including investors in the Clients, to compare any reports received from the Adviser with reports received from third-party administrators, auditors, and/or custodians. Personnel of the Adviser will be available to assist in reviewing and understanding any such reports.

## **Item 16. Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to its Clients. Please see Item 4 for a description of any limitations the Clients can place on the Adviser’s discretionary authority. The Adviser has entered into an agreement with each of the Clients which sets forth the scope of the Adviser’s discretion, prior to assuming full discretion in managing the Funds’ assets.

When making investment recommendations, the Adviser observes the investment policies, objectives, limitations, and restrictions that are applicable to the Clients per their respective Governing Documents.

### **Item 17. Voting Client Securities**

The Adviser has adopted policies and procedures to address how the Adviser will vote when provided proxies by entities in which the Adviser's Clients have invested (the "Proxy Policy"). The Proxy Policy seeks to ensure that the Adviser votes proxies or similar corporate actions in the best interests of the Clients, taking into account such factors as it deems relevant in its sole discretion.

The Proxy Policy is designed to (i) identify any material conflicts of interest connected with a particular proxy vote and (ii) ensure that any vote where such conflicts are identified is not improperly influenced by the conflict. The Adviser understands the importance of proxy voting. The Adviser will vote all proxies in the best interests of its Clients and in accordance with the procedures outlined in its Proxy Policy (as applicable), unless otherwise mandated by investment management agreements or applicable law. If the Adviser cannot determine or is indifferent as to the issue of the proxy vote, and not voting is consistent with the best interests of the Clients' investors, then it is not required to vote.

If a material conflict of interest between the Adviser and the Clients exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the securities voting policies and procedures is in the best interests of the Client or take some other appropriate action.

For additional information about the Adviser's proxy voting policies and procedures and information about how the Adviser voted the Clients' securities, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or [cnourafchan@atwpartners.com](mailto:cnourafchan@atwpartners.com).

### **Item 18. Financial Information**

The Adviser is not required to include a balance sheet because it does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, the Adviser also has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients nor has it been the subject of a bankruptcy proceeding.