



Metaurus Advisors LLC

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Form ADV Part 2a – Disclosure Brochure

Important Disclosure:

This brochure (the “**Brochure**”) provides information about the qualifications and business practices of Metaurus Advisors LLC (“**Metaurus**,” “**Metaurus Advisors**,” “**we**,” “**us**,” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact us at 201-683-7979.

The information in this Brochure has not been approved or verified by the United States Securities & Exchange Commission (“**SEC**”) or any other securities authority. Registration with the SEC does not imply that Metaurus Advisors or its employees possess a certain level of skill or training.

Additional information about Metaurus also is available on the SEC’s website at www.adviserinfo.sec.gov, CRD No. 314425.

ITEM 2 – MATERIAL CHANGES

This section of the Brochure will address only those “material changes” that have been incorporated since the last delivery or posting of this document on the SEC’s public disclosure website (adviserinfo.sec.gov) in addition to any general updates. Clients and prospective clients should carefully review the disclosure contained here. Metaurus’ most recent update to Part 2A of Form ADV was filed in March 2023.

Material Changes since Metaurus’ most recent Form ADV Part 2A update was filed in March 2023 include updates to the current RAUM, and to Item 15 – Custody’s disclosures concerning the Metaurus Transcend Commodity Partners, LP fund.

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ITEM 4 – ADVISORY BUSINESS

Metaurus Advisors LLC

Metaurus Advisors LLC is a Delaware limited liability company formed in 2016 and is an investment adviser that registered with the SEC in 2021. Metaurus Advisors' registration as a commodity pool operator with the Commodity Futures Trading Commission ("**CFTC**") and its membership with the National Futures Association ("**NFA**") was approved on June 5, 2017. Metaurus is exempt from registration as a commodity trading advisor with the CFTC under CFTC Rule 4.14(a)(4).

As of February 29, 2024, Metaurus Advisors had approximately \$346 million in regulatory assets under management on a discretionary basis and \$0 in assets on a non-discretionary basis.

Among the clients of Metaurus is a private investment fund, Metaurus Transcend Commodity Partners, LP. For purposes of this Brochure, references to the "general partner" shall mean Metaurus' related persons, and to Metaurus Capital LLC, an entity that serves as general partner to the private investment fund, which is organized as a limited partnership. Metaurus and the general partner are under common control and share common employees and/or officers. Employees and officers of the general partner are considered by Metaurus as "persons associated with" it (as that term is defined in section 202(a)(17) of the Advisers Act). As described in Item 10, personnel of the general partner will be subject to Metaurus' overall supervision and policies and procedures. The relevant books and records of the general partner are the books and records of Metaurus for purposes of Section 204 of the Advisers Act. References to Metaurus in this Brochure also includes the general partner to the extent any of the general partner's personnel engage in investment advisory activities.

Metaurus Advisors LLC is a wholly owned subsidiary of Metaurus LLC, a Delaware limited liability company. Metaurus LLC, is in turn principally owned by KOA Investment Holdings LLC, a Delaware limited liability corporation. Metaurus Advisors' headquarters are located at 22 Hudson Place, 3rd Floor, Hoboken, New Jersey 07730.

Advisory Services Offered

Metaurus provides a range of investment solutions and investment management services in accordance with applicable investment guidelines and restrictions, including, in some instances, applicable restrictions on investing in certain securities, or types of securities or other financial instruments, developed in consultation with the client, or in accordance with the mandate selected by the client (e.g., fixed income, cash management, equity, alternative, index, income, or multi-asset). Each pooled investment vehicle managed or otherwise advised by Metaurus (e.g., exchange traded products and funds ("**ETFs**"), private funds, and investment companies registered under the Investment Company Act of 1940), is and shall be managed in accordance with its investment guidelines and restrictions and generally is not tailored to the individualized needs of any particular fund shareholder or fund investor and an investment in such a vehicle does not, in and of itself, create an advisory relationship between the shareholder or investor and Metaurus. Metaurus uses both automated and/or manual processes, as appropriate, to manage portfolios in accordance with their stated portfolio investment guidelines and

restrictions. The types of advisory services that Metaurus provides are disclosed in Metaurus Advisors' Form ADV Part 1.

Metaurus anticipates that in addition to pooled investment vehicles, ETFs, and separately managed accounts, its clients also may include high net worth individuals, individual retirement accounts ("**IRAs**"), estate planning trusts, and similar entities (collectively, "**Individual Clients**"), and institutional clients including, without limitation, Taft-Hartley and other retirement plans, corporations and other business entities, foundations, endowments, and other not-for-profit organizations (collectively, "**Institutional Clients**").

Metaurus currently provides advisory services to a separately managed account for an Institutional Client (the "**SMA**"), and to Metaurus Transcend Commodity Partners, LP (the "**Commodity Fund**"), a private pooled investment fund.

Metaurus is also the sub-adviser to the Pacer Metaurus US Large Cap Dividend Multiplier 400 ETF ("**Pacer Metaurus Fund**"), which is a series fund of the Pacer Funds Trust. The Pacer Metaurus Fund is registered under the Investment Company Act of 1940.

In providing investment management and advisory services to the Metaurus client accounts, subject to the terms of its governing documents, Metaurus formulates their investment objectives, directs and manages the investment and reinvestment of their assets, and provides reports and investment advice directly to them and not individually to any underlying investors. Other than any limitations set forth in the governing documents of these Metaurus client accounts, their underlying investors may not impose restrictions on Metaurus related to investing in certain securities or types of securities.

Since December 2023, Metaurus provides consulting services to the investment manager of a qualified settlement fund ("QSF") in connection with a class action pending in federal court. Metaurus provides the investment manager with its analysis concerning certain investment strategies of the QS. Metaurus does not provide investment advice or investment management services, and has no responsibility for the investment performance of the QSF. Under the agreement, the investment manager pays Metaurus a fixed fee for these services.

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Metaurus provides investment management services to the SMA, and anticipates providing similar services to additional institutional and high net worth clients through separately managed accounts, as follows:

An Institutional Client engaged Metaurus to manage the SMA pursuant to a negotiated investment management agreement ("**IMA**"). Metaurus developed the particular investment strategy for that account to meet the client's individual investment and risk needs, as it intends to do for future Institutional Clients including in the form of additional separately managed accounts.

Metaurus' institutional fixed income strategies extend across the yield curve. Guidelines for each client's fixed income strategy are designed with an aim to reflect the client's particular investment needs. Metaurus offers both U.S. and non-U.S. investment strategies to institutional clients using a variety of investment styles, including separate dividend and growth strategies,

broad-based domestic equities, and broad-based international equities that can be tailored to meet the specific needs of clients.

Metaurus also anticipates that high net worth clients may retain it to manage their accounts typically by participating in a separately managed account or wrap fee program (“**HNW Program**”) sponsored either by Metaurus or by a third-party investment adviser, broker-dealer or other financial services firm (the “**Sponsor**”). Generally, a HNW Program client will enter into an investment advisory agreement with Metaurus and/or the third-party Sponsor. Metaurus anticipates offering participants in the HNW Program investment strategies similar to those offered to institutional clients, as set forth above.

HNW Program clients may be subject to additional fees, expenses, and charges (e.g., commissions on transactions executed by a broker-dealer other than the Sponsor or the program’s designated broker-dealer(s), expenses with respect to investments in pooled vehicles (such as ETFs and money market and other registered investment companies), dealer mark-ups or mark-downs on principal transactions, and certain costs or charges imposed by the Sponsor or a third party, such as odd-lot differentials, exchange fees, and transfer taxes mandated by law).

Generally, Sponsors are responsible for providing clients with both this Brochure and other applicable brochures for the Sponsor’s program (the “**Program Brochure**”). The Program Brochure for each Sponsor is also available through the SEC’s Investment Adviser Public Disclosure website. HNW Program clients should review the Sponsor’s Program Brochure for further details about the relevant program. Such clients should consider that, depending upon the rate of the wrap fee charged, the amount of trading activity, the value of custodial and other services provided and other factors, the wrap fee could exceed the aggregate costs of the services provided if they were to be obtained separately (although, in some cases, it is possible to obtain such services only through the program) and, with respect to brokerage, any transaction-based commissions paid by the account. Metaurus is not responsible for, and does not attempt to determine, whether a particular third-party HNW Program is suitable or advisable for program participants. Metaurus reserves the right, in its sole discretion, to reject any account referred to it by a Sponsor for any reason, including, but not limited to, the client’s stated investment goals and restrictions.

Metaurus’ fees for managing HNW Program accounts may be less than the fees it may receive for managing similar accounts outside of a HNW Program. However, clients should be aware that, as discussed above, the total fees and expenses associated with a HNW Program can exceed those available if the services were acquired separately.

Institutional Clients typically will consult with Metaurus at the outset of the client relationship and may establish customized investment guidelines applicable to Metaurus’ management of the client’s separate account. Such guidelines often vary significantly among Institutional Client separate accounts, even among client accounts with the same investment objective. The HNW Program client typically will select (in its program agreement) an investment strategy for Metaurus to utilize in connection with its management of the client’s account (e.g., U.S. dividend growth, long-term equity growth, U.S. short-term taxable fixed income). HNW Program accounts following the same investment strategy may be managed by Metaurus in accordance with a target portfolio (for equity securities) or model guidelines (for fixed income securities), subject to any reasonable individual investment restrictions agreed to with HNW clients. If this develops as anticipated, HNW Program accounts following the same investment strategy typically will hold the same or similar securities in accordance with the target portfolio or model guidelines, as applicable.

Metaurus may serve as investment adviser for other entities or accounts in the future including, without limitation, to registered investment companies, single-investor funds, discretionary and non-discretionary advisory programs, private pooled investment vehicles, other investment advisers, and to individuals and institutional investors through separate account management. The types of clients to which Metaurus currently provides advisory services to are disclosed in Metaurus Advisors' Form ADV Part 1 and summarized in Item 7 (Types of Clients) of this Brochure.

Investment Strategies and Types of Investments

Please see Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) for a description of the investment strategies employed by Metaurus and certain material risks inherent in such strategies.

The descriptions set forth in this Brochure of specific advisory services Metaurus offers to clients, and investment strategies pursued and investments made by Metaurus on behalf of its clients, should not be understood to limit in any way Metaurus' investment activities. Metaurus may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Metaurus considers appropriate, subject to each Metaurus client's investment objectives and guidelines. The investment strategies Metaurus pursues are speculative and entail substantial risks. Clients and investors in these clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

Availability of Customized Services for Individual Clients

Depending on the nature of the client account and strategy, among other factors, Metaurus may permit Individual Clients to impose restrictions on investing in specific securities or types of securities. Metaurus Advisors does not accommodate investor-specific restrictions by investors in the Pacer Metaurus Fund, or the Commodity Fund.

This Brochure is qualified in its entirety and superseded by each respective client account's particular prospectus, offering memorandum, investment management agreement, limited partnership agreement, statement of additional information, key investor information document, or similar disclosure, offering or other governing documents, as applicable (collectively, "**Offering Documents**").

Except as set forth herein, Metaurus does not currently engage in business activities other than investment management services, nor does it provide financial planning or similar services (other than the general financial advice that investment advisers customarily provide in connection with their investment management services).

Wrap Fee Programs

Metaurus does not participate as either a sponsor or manager of any wrap fee programs.

Client Assets Under Management

As of February 29, 2024, Metaurus Advisors had approximately \$346 million in regulatory assets under management, all of which are managed on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

Again, current, and potential investors are cautioned that this Brochure, including the information contained in this Item 5, is qualified in its entirety and superseded by each respective client account's Offering Documents.

General Information of Fees

Fees and compensation paid to Metaurus for managing the Pacer Metaurus Fund, the SMA, and the Commodity Fund generally include, but may not be limited to, management fees that are calculated as a percentage of assets under management for the particular client account. In addition, the Commodity Fund pays a performance-based incentive allocation based on net capital appreciation (after taking into account the management fee).

Future fee agreements will vary by client, and will be based on several factors, including, without limitation, investment mandate, services performed, and account/relationship size.

To the extent permitted under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), or the applicable provisions of the Investment Company Act of 1940, as amended (the “**Investment Company Act**”), in the case of investment companies registered under the Investment Company Act and advised or sub-advised by an Adviser, Metaurus may negotiate and charge performance fees, as well as asset-based fees, for certain clients. Any incentive allocations allocated to Metaurus or its affiliates comply with the requirements of Section 205 of the Advisers Act, and Rule 205-3 thereunder. Metaurus or its affiliates may waive (and have done so) some or all of the portion of the management fee and incentive allocation that is allocable to certain investors in its private pooled investment vehicles, such as, without limitation, Metaurus' affiliates, Metaurus' employees, members of their immediate family and their lineal descendants, trusts or other entities established for their benefit and family or other foundations established by such persons or other strategic investors. The fees and allocations applicable to a particular fund are set forth in detail in each fund's offering memorandum.

Additional information is provided in Item 7 (Types of Clients) of this Brochure. Other fee and allocation structures may include, without limitation, fixed, fixed plus performance, or performance only. Certain fixed fees may be required to be paid upfront. For an additional discussion of performance-based fees and allocations, please refer to Item 6 (Performance-Based Fees and Side-by-Side Management) of this Brochure.

Fees and account minimums may be negotiable and may differ materially from any general range of fees outlined below and vary from client to client and may be modified without notice to other clients or investors. Fees charged to one client account may be materially different from another client account regardless of how similar the two investment mandates, strategies, etc., are to each other.

Fee Schedules

US Exchange-Traded Products and Registered Funds

The prospectus for the currently-offered fund sets forth the applicable fees and expenses. The Pacer Metaurus Fund pays a management fee of 0.60%, computed daily and paid monthly, based on a percentage of each fund's average daily net assets. Metaurus, as sub-adviser, receives a portion of those fees. Please see the prospectus of the for additional details concerning fees and expenses.

Institutional Separately Managed Accounts

Metaurus fees for managing an Institutional Client's separately managed account are determined through individual negotiations and will be documented in the particular IMA with the client, including any fees, expenses or other charges incurred by any mutual fund, ETF, or other pooled investment vehicles (including funds or vehicles managed by a Metaurus affiliate) in which the account invests. Such fees are generally based on a percentage of net assets under management in the account or the notional amount of the securities in the account and as set forth in the particular IMA with the client.

Private Pooled Investment Funds

Metaurus' investment management fees and performance-based incentive fees and allocations are set forth for private pooled investment vehicles are set forth in the current confidential private offering memorandum or prospectus of each of the vehicles that it advises, and the applicable investment management agreements or partnership agreements. The Commodity Fund generally pays Metaurus or its affiliates an annual management fee equal to 1% of each limited partner's share of the fund's NAV, calculated quarterly and payable quarterly in arrears. Generally, at the end of each fiscal quarter or upon the withdrawal of an investor, Metaurus or its affiliates is entitled to an incentive allocation in an amount equal to 20% of the net capital appreciation of each limited partner's capital account, after taking into account the management fee debited to such capital account, and subject to a loss carryforward mechanism. These fees and allocations, as well as additional fees and expenses paid by the fund (and therefore by its investors) are described more completely in the fund's Offering Documents.

Item 6, below, provides more information about performance-based incentive fees and allocations. Investment management fee arrangements are established through written investment management and investment advisory agreements between Metaurus and each of its clients. Metaurus and/or its related persons have the discretion to waive or modify (and has waived or modified) fees and/or incentive allocations with respect to certain clients and/or investors in the private funds it advises. Management and performance-based fees are waived for investors who are employees of Metaurus. We generally deduct our fees directly from client accounts, subject to approval by the third-party administrator.

High Net Worth and Institutional Clients

Metaurus anticipates that it will receive compensation from high net worth and institutional clients at the rates agreed to in IMAs with such clients. These fees are anticipated to be asset-based management fees that generally range from 0.20% to 1.00% for high net worth clients and for institutional clients, on an annual basis, depending on, among other things, the strategy and the amount of account assets. Metaurus may reduce the fee on account assets exceeding specified levels. Performance-based fees may also be paid to Metaurus. To the extent performance-based fees are a part of any advisory contracts or and/or Metaurus earns a separate management fee in an underlying product, the fixed fees and total fees paid to Metaurus may vary both above and below this range.

HNW Program clients may be subject to additional fees, expenses, and charges (e.g., commissions on transactions executed by a broker-dealer other than the Sponsor or the program's designated broker-dealer(s), expenses with respect to investments in pooled vehicles (such as ETFs and money market and other registered investment companies), dealer mark-ups or mark-downs on principal transactions, and certain costs or charges imposed by the Sponsor or a third party, such as odd-lot differentials, exchange fees, and transfer taxes mandated by law).

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Additional fees, expenses, and third-party fees may also apply and vary materially from account to account, and/or client to client and are set forth in the offering and/or organizational documents for each client. These may include, but are not limited to, custodial fees, brokerage, and trading costs. These fees will impact a fund/account/client's performance. A more detailed description of how Metaurus Advisors selects broker-dealers is included in this Brochure in Item 12 (Brokerage Practices).

Unless otherwise noted herein, Metaurus generally does not deduct fees directly from client accounts and does not anticipate doing so in the future.

Subject to the individual account or product's Offering Documents, Metaurus Advisors reserves the right, in its sole discretion, to modify or waive its fees and account minimum requirements but cannot waive fees or minimums set by a third-party program sponsor.

Neither Metaurus nor any supervised person accepts compensation (e.g., brokerage commissions) for the sale of securities or other investment products.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Metaurus currently manages the Pacer Metaurus Fund (as sub-adviser), the Commodity Fund, and the SMA. The Pacer Metaurus Fund and the SMA do not charge performance-based fees. The Commodity Fund does provide for performance-based compensation in accordance with its Offering Documents.

Metaurus and its related persons may have an incentive to favor those accounts. Any performance fee arrangement must comply with Section 205 of the Advisers Act and Rule 205-3 thereunder. Depending upon the investment strategy of its client(s) subject to a performance-based fee, such fees create an incentive for Metaurus Advisors to: a) recommend investments for those clients that may be riskier or more speculative than those which would be recommended under a different compensation arrangement; or b) to favor those clients that pay a higher performance-based amount, as compared to clients for which it receives a lower performance-based amount, smaller clients, or from those clients from whom Metaurus Advisors receives a fee unrelated to performance such as an asset-based fee, particularly for clients with the same or substantially similar strategies. Currently, no other clients have an investment strategy that is substantially similar to the Commodity Fund's strategy.

Metaurus Advisors is committed to policies and procedures that aim to address these potential conflicts including allocation and order aggregation policies and procedures. These policies seek ensure that Metaurus' practices are fair to all clients and that no client or account is advantaged or disadvantaged over any other. These procedures are tailored for the products and clients that Metaurus advises. (Please see Item 11 and Item 12 for a description of Metaurus' order aggregation and allocation policies and procedures.) Because of differences in client investment objectives and strategies, risk tolerances, tax status, and other criteria, there will be differences among clients in invested positions and securities held. Again, currently, no other clients have an investment strategy that is substantially similar to the Commodity Fund's strategy.

The Offering Documents of a Metaurus client account may contain additional conflict of interest-related disclosures. These should be reviewed carefully by current or potential investors/clients prior to any investment decision.

ITEM 7 – TYPES OF CLIENTS

Metaurus' advisory clients are the Pacer Metaurus Fund, the SMA, and the Commodity Fund to which Metaurus provides investment advice. Metaurus generally provides advice to Institutional Clients, private pooled investment vehicles, separately managed accounts, and ETFs (as adviser and/or sub-adviser). The organizational and/or offering documents for each of these clients' accounts set forth the required minimum amounts for investment by investors in them.

Metaurus may serve as the investment adviser/sub-adviser for other clients, entities or accounts in the future including, without limitation, to ETFs, registered investment companies, single-investor funds, discretionary and non-discretionary advisory programs, private pooled investment vehicles, other investment advisers, and to individuals and institutional investors through separate account management.

Metaurus may provide advisory services to registered investment companies, Individual Clients (high net worth individuals, IRAs, estate planning trusts and similar entities) and Institutional Clients (Taft-Hartley and other retirement plans, corporations and other business entities, foundations, endowments, and other not-for-profit organizations).

Metaurus requires a minimum investment and account size of \$20 million for non-pooled investment vehicles and accounts. Metaurus may modify or waive this minimum investment in its sole discretion, on a case-by-case basis.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment Strategies and Methods of Analysis

This Item 8 describes various methods of analysis and investment strategies, as well as the primary risks associated with these investment strategies. However, it is not possible to identify all of the risks associated with investing. The particular risks applicable to a client account will depend on, among other things, the nature of the account, its investment strategy or strategies and the types of securities held. The descriptions set forth in this Brochure of specific advisory services Metaurus Advisors offers or may offer to clients, and investment strategies it pursues or may pursue, and investments made or that might be made by Metaurus Advisors on behalf of its clients, should not be understood to limit in any way Metaurus Advisors' investment activities. Metaurus Advisors may offer any advisory services, engage in any investment strategy, and make any investment, including any not described in this Brochure, that Metaurus Advisors considers appropriate, subject to each client's investment objectives and guidelines and applicable law and regulations. Certain investment strategies that Metaurus Advisors may pursue are speculative and may entail substantial risk of loss. All investment strategies involve some risk of loss including loss of one's initial investment. There can be no assurance that the investment objectives of any client will be achieved or that substantial losses will be avoided.

Current and prospective Metaurus clients and investors in Metaurus clients should carefully consider the following factors, among others, in determining whether an investment with Metaurus is suitable for them. Different or new risks not addressed below may arise in the future and, therefore, the following list is not intended to be exhaustive. There are many market-related and other factors – some of which cannot be anticipated – that could prevent a client account from generating profits or result in a client losing a major portion or all of its investment. No investor should invest unless the investor is fully able, financially, and otherwise, to bear such a loss, and unless the investor has the background and experience to understand thoroughly the risks of the particular investment.

Each strategy is subject to general investment risks, such as securities market volatility and illiquidity; adverse political or economic events, global developments, developments in a particular industry, changes in interest rates; operational risks; in the case of debt securities, reinvestment risk and credit risk; inaccuracies in company-issued financial statements; and sustained periods of adverse securities market performance.

Subject to, among other things, the client's particular investment mandate, risk profile, and regulatory restrictions, Metaurus anticipates using both fundamental and quantitative strategies to formulate its investment advice, combined with asset allocation, portfolio diversification and other strategies. Metaurus will seek to utilize the most attractive risk/reward methods. Where appropriate, Metaurus may utilize strategies including short sales, margining, borrowing or other leverage, options or other derivatives, and arbitrage.

Investment Strategies of the Metaurus Client Accounts

Investment Strategies of the Pacer Metaurus Fund

The Pacer Metaurus Fund seek to track the total return performance, before fees and expenses, of each fund's reference index (the "Index"). The funds employ a "passive management" (or indexing) investment approach designed to track the total return performance, before fees and expenses, of its respective index. The index is based on a proprietary methodology developed by Metaurus and the fund's index provider.

The Index, as designed, has two components: (i) an S&P 500 Index component (the "S&P 500 Component") and (ii) a dividend component (the "Dividend Component") consisting of long positions in annual futures contracts that provide exposure to ordinary dividends paid on the common stocks of companies included in the S&P 500 ("S&P Dividend Futures"). The Dividend Component is designed to give each fund exposure to approximately a multiple of the ordinary dividends the fund would otherwise have expected to receive from its investment in the S&P 500 Component. The Dividend Component consists of annual futures contracts whose value represents the market's expectation of the amount of ordinary dividends to be paid by S&P 500 companies during the term of the futures contract. S&P Dividend Futures seek to allow investors in these instruments to obtain exposure to the actual dividend value that will be paid by the S&P 500 constituent companies over a period of time. The amount of such futures contracts will generally result in exposure to such dividends that is significantly greater than the amount of dividends that the Fund would normally receive from its direct investment in S&P 500 constituent companies. S&P Dividend Futures provide for the future sale by one party and purchase by another party of a specified dividend value of the S&P 500 at a specified future time and at a specified price. S&P Dividend Futures are standardized contracts traded on a recognized exchange. The Fund's investment in S&P Dividend Futures will generally include the three most current annual S&P Dividend Futures contracts. The Index is typically rebalanced each December, at the end of the trading day on which the current year's S&P Dividend Futures expire. At each rebalancing date, the current year's annual S&P Dividend Futures will be replaced by the then closest maturing contract in three years. On each Index rebalancing date, the composition of the Index is expected to change.

The Metaurus Global Dividend Risk Premia Strategy

The Metaurus Global Dividend Risk Premia ("DRP") Strategy is a portfolio comprised of three individual Dividend Risk Premia Strategies (each a "Strategy" or a "DRPS"), in three (3) different markets—the U.S., the E.U. and Japan. This Strategy is used by the SMA. Each Strategy is designed to isolate and capture the risk premium embedded in short-term dividend futures (referred to as the "Dividend Risk Premium" or "DRP") in its respective market, while mitigating overall market risk (as measured by CAPM Beta). The Strategies utilize long and short positions in exchange-traded dividend futures contracts (often referred to as "Dividend STRIPS") to achieve their objective.

Investment Strategies of the Commodity Fund

The Commodity Fund seeks to maximize risk-adjusted rates of return in all market conditions. The fund generally seeks to pursue a long-only investment approach that applies proprietary systematic trend-following and risk management technology to generate positive risk-adjusted returns across the liquid commodity futures markets that trade in the United States and other regions, and foreign markets. The fund is not required to have a diversified portfolio of investments and may be concentrated in relatively few positions, industries, sectors, or markets. In limited circumstances, the Fund may also invest in physical precious metals that would be held in custody in a third-party bank vault outside of the U.S. Cash currencies or U.S. Treasuries held in the fund may vary in modest proportions as part of the commodity-driven strategy.

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General Risk Factors

The following risk factors do not purport to be a complete description of the risks involved in an investment in a Metaurus-advised client account and may not be applicable to every such client account. For a more complete description of the risks involved in investing in a particular client account, please refer to the Offering Documents for it.

Operating History. The past investment performance of Metaurus clients should not be construed as an indication of the future results of an investment in any one Metaurus client. Each Metaurus client's investment program should be evaluated on the basis that there can be no assurance that Metaurus' assessment of the short-term or long-term prospects of investments will prove accurate or that the Metaurus client will achieve its investment objective. Furthermore, Metaurus has a limited operating history for potential investors to evaluate it upon. The loss of one or more key individuals from Metaurus Advisors could have a materially adverse effect on Metaurus Advisors' and its clients' performance.

Dependence on the Investment Adviser. The success of a Metaurus client depends upon Metaurus' ability to develop and implement investment strategies that achieve the applicable Metaurus client's investment objectives. Subjective decisions made by Metaurus may cause a client to incur losses or to miss profit opportunities on which it would otherwise have capitalized.

Cybersecurity Risk. As part of its business, Metaurus processes, stores, and transmits large amounts of data, including personally identifiable information of certain Metaurus investors. Metaurus has procedures and systems in place to protect investor information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Metaurus may be susceptible to compromise, leading to a breach of Metaurus' network. Metaurus' systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other factors. If any of these events occur, the investors' information could be accessed or disclosed improperly. In addition, counterparties, and service providers of Metaurus clients process, store and transmit information provided by Metaurus or its investors. If a counterparty fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, Metaurus or investors' data may be improperly accessed, used, or disclosed.

General Economic and Market Conditions. The success of a Metaurus client's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Metaurus client's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of a Metaurus client's investments. Volatility or illiquidity could impair a Metaurus client's profitability or result in losses. A Metaurus client may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Natural Disaster/Epidemic Risk. Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis, and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics (for example, the novel coronavirus COVID-19), have been and can be highly disruptive to economies and markets and have led, and may lead in the future, to increased market volatility and significant market losses. Such natural disaster and health crises could exacerbate political, social, and economic risks previously mentioned, and result in significant breakdowns, delays, shutdowns, social isolation, and other disruptions to important global, local, and regional supply chains affected, with potential corresponding results on the operating performance of Metaurus' client accounts. A climate of uncertainty and panic, including the contagion of infectious viruses or diseases, may adversely affect global, regional, and local economies. These circumstances may adversely impact client accounts' performance and their ability to bring in new investors, if applicable. Further, such events can be highly disruptive to economies and markets, significantly disrupt the operations of individual companies (including, but not limited to, Metaurus and third-party service providers), sectors, industries, markets, securities and commodity exchanges, currencies, commodity prices, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the accounts reference indexes, if applicable. These factors can cause substantial market volatility, exchange trading suspensions and closures, changes in the availability of and the margin requirements for certain instruments and can impact the ability of the client accounts to complete redemptions and otherwise affect their performance and the trading in the secondary market, if applicable. A widespread crisis may also affect the global economy in ways that cannot necessarily be foreseen at the current time. How long such events will last and whether they will continue or recur cannot be predicted. Impacts from these could have a significant impact on Metaurus client accounts' performance and their ability to grow, resulting in losses to investments in them and higher proportional costs for investors than would be the case if there were more investors, in the case of pooled investment vehicles such as the Pacer Metaurus Fund.

Assumptions and Expectations Risk. The onset of the novel coronavirus (COVID-19) and subsequent variants thereof has caused significant shocks to global financial markets and economies, with many governments taking extreme actions to slow and contain the spread of COVID-19. These actions have had, and likely will continue to have, a severe economic impact on global economies as economic activity in some instances has essentially ceased. Financial markets across the globe experienced severe distress at least equal to what was experienced during the global financial crisis in 2008. In March 2020, U.S. equity markets entered a bear market in the fastest such move in the history of U.S. financial markets. Contemporaneous with the onset of the COVID-19 pandemic in the US, oil experienced shocks to supply and demand, impacting the price and volatility of oil. The global economic shocks being experienced as of the date hereof may result in significant losses to investors in Metaurus client accounts. During certain periods of the COVID-19 pandemic, federal, state, and local governments enacted various measures, including restricted travel and stay-at-home/shelter-at-home orders. Metaurus cannot determine or predict what impact such measures may have now or in the future on its ability to operate or conduct day-to-day activities.

COVID-19 may cause key personnel of Metaurus to be absent from work or work remotely for prolonged periods of time. The ability of any such personnel to work effectively on a remote basis may adversely impact the day-to-day operations of the Metaurus client accounts or their net

performance. Any future outbreak or pandemic could also have potential adverse effects on the global economy, Metaurus or its client accounts in ways that Metaurus cannot predict or anticipate.

Nature of Investments. Subject to the particular restrictions of a client's Offering Documents and relevant law and regulation, Metaurus intends to have broad discretion in making investment decisions for certain of its clients. Investments may be affected by, among other things, business, financial markets, or legal uncertainties. There can be no assurance that Metaurus will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of any Metaurus client's activities and the value of its investments. No guarantee or representation is made that any Metaurus client's investment objectives will be achieved. The past investment performance of Metaurus or its clients should not be construed as an indication of future results of an investment in a Metaurus client.

Securities Selection Risk. Metaurus' judgment about the value and potential appreciation or depreciation of a particular security or asset class may be incorrect and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole. Metaurus' estimate of a security's value may be wrong.

Business and Regulatory Risk. Legal, tax and regulatory changes are likely to occur during the terms of the Metaurus clients and some of these changes may adversely affect Metaurus Advisors or the Metaurus clients, perhaps materially. Changes in regulation of areas relevant to Metaurus clients including, for example, without limitation, regulation of exchange traded products, commodity futures, investment companies, or taxation of dividends, may adversely affect the value of investments held by the Metaurus clients and the ability of the Metaurus clients to obtain the leverage they might otherwise obtain or to pursue their trading strategies. In addition, the securities and futures markets are subject to comprehensive statutes, regulations, and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. In addition, increased regulation (whether promulgated under securities laws or any other applicable laws) and increased regulatory oversight relevant to Metaurus Advisors, including, for example, of investment advisers or commodity pool operators, may impose significant new administrative burdens on Metaurus including responding to examinations and other regulatory inquiries and implementing policies and procedures. The effect of any future regulatory change on Metaurus clients could be substantial and adverse and such burdens may direct Metaurus' and its affiliates' time, attention, and resources away from portfolio management activities.

Systemic Risk. Systemic risk is the risk of broad financial system stress or collapse triggered by the default of one or more financial institutions, which results in a series of defaults by other interdependent financial institutions. Financial intermediaries, such as clearing houses, banks, securities firms, and exchanges with which Metaurus clients interact, as well as Metaurus clients themselves, are all subject to systemic risk. A systemic failure could have material adverse consequences on the Metaurus clients and on the markets for the securities in which the Metaurus clients seek to invest.

Concentration Risk. Concentration by a client account of its investments in issuers within the same country, state, industry, or economic sector, may affect the value of the client account's

investments more, following an adverse economic, business, or political development, than if its investments were not so concentrated. Also, to the extent an account invests a larger percentage of its assets in a relatively small number of issuers or concentrates its assets in investments in the same asset class, it may be subject to greater risk than would a more diversified account. That is, a change in the value of any single investment held by the account may affect the overall value of the account more than it would affect an account that holds more diverse investments.

Equity Securities Generally. Certain clients/accounts may invest in equity and equity-related securities (which include equity and equity-related derivatives). The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. Equity securities prices fluctuate for several reasons, including changes in investors' perceptions of the general financial condition of the economy or when political or economic events occur. As a result, these clients/accounts may suffer losses if they invest in equity instruments of issuers, or securities or instruments that reference such issuers, and diverges from Metaurus' expectations, or if equity markets generally move in a single direction and the clients/accounts have not hedged against such a general move.

Short Sales. Short selling involves selling securities that are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which a client account engages in short sales depends upon its investment mandate, investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a client account of buying those securities to cover the short position. There can be no assurances that a client account will be able to maintain the ability to borrow securities sold short. In such cases, the client can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short positions can itself cause the prices of the securities to rise further, thereby exacerbating the loss.

Non-U.S. Securities Risk. For those Metaurus clients/accounts that hold non-U.S. securities, these positions may be subject to risk of loss due to less government regulation, less public information, and less economic, political, and social stability in the countries of domicile of the issuers of the securities or the jurisdictions in which these securities are traded than compared to U.S.-based issuers. Loss may also result from the imposition of exchange controls, confiscations, and other government restrictions, or from problems in registration, settlement, or custody. In addition, an account will be subject to the risk that an issuer of the non-U.S. sovereign debt or the governmental authorities that control the repayment of the debt may be unable or unwilling to repay the principal or interest when due. These risks associated might be heightened if the account invests in emerging markets or growth markets.

Emerging Markets and Growth Markets Risk. Investing in the securities of governments in emerging markets involves certain considerations not usually with investing in securities of developed market companies or countries including, without limitation, political and economic considerations, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments, the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility, and certain government policies that may restrict an account's investment opportunities. Further, the economies, industries, securities and currency markets in emerging markets or growth markets may be adversely affected by protectionist trade policies, a slow U.S. economy, regional

and global conflicts and terrorism and war, including actions that are contrary to the interests of the U.S.

Credit/Default Risk. An issuer or guarantor of fixed income securities held by an account (which may have low credit ratings) may default on its obligation to pay interest and repay principal. Additionally, a counterparty to a derivatives investment may fail to perform its contractual obligations.

Equity Indices, Equity and Equity-Related Securities and Instruments. Accounts may take positions in equity indices, ETFs, ETPs, common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets, or positions in securities whose price/value varies directly with the price of such indices, securities, or instruments. The value of equity indices and equity securities vary in response to many factors. These factors include those specific to an issuer and to its industry. In addition, equity indices and equity securities are subject to the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future.

Leverage Risk. If an account utilizes leverage, the account will be subject to heightened risk. Leverage may take the form of borrowing funds, trading on margin, derivative instruments that are inherently leveraged (to the extent these positions are not fully-collateralized), including, among others, forward contracts, futures contracts, options, swaps (e.g., total return financing swaps and interest rate swaps), repurchase agreements and reverse repurchase agreements, or other forms of direct and indirect borrowings, and other instruments and transactions that are inherently leveraged. Any such leverage, including leverage that takes the form of instruments and transactions that are inherently leveraged, may result in the account's market value exposure being in excess of the net asset value of the account. An account may not be able to liquidate assets quickly enough to repay its borrowings, which will increase the losses incurred by the account.

Interest Rate Risk. When interest rates increase, fixed income securities held by an account will generally decline in value. Long-term fixed income securities will normally have more price volatility because of this risk than short-term fixed income securities.

Index/Tracking Error Risk. Metaurus clients whose investment objective is to track the performance of an index may not achieve this objective and performance may vary substantially from the index's performance. Furthermore, for clients whose investment strategy is "passive," that is, not actively managed, the account may purchase, hold and/or sell securities at times when an actively managed account would not view it prudent to do so.

Fixed Income Risk. The issuer of a fixed income security such as, for example, the issuer of a corporate bond, may fail to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency lowers the rating of a debt security, the value of the debt security will also typically decline as a result (because investors will demand a higher rate of return for the heightened risk). Additionally, the value of a fixed income security is likely to decrease in an inflationary period of rising interest rates, or where such a period is expected.

Counterparty Risk. A client account may be exposed to the credit risk of counterparties with which it trades, or the credit risk of one of the brokers, dealers, custodians, and exchanges through which it deals in connection with the investment of its assets, whether engaged in exchange-traded or off-exchange transactions.

Material Risk Factors Applicable to the Investment Strategies of the Pacer Metaurus Fund, the Commodity Fund, and the SMA

No guarantee or representation is made that the Metaurus client accounts will be successful and investment results may vary substantially over time. The past performance of the Metaurus client accounts or Metaurus Advisors cannot be used to predict future performance or profitability. The investment strategies of the Metaurus client accounts are subject to many of the general risk factors noted above. Some of the risks associated with the investment strategies of the Metaurus client accounts include: (i) operating history risk; (ii) risk of dependence on the investment adviser; (iii) general economic and market conditions risks; (iv) business and regulatory risk; (v) systemic risk; (vi) short sales risk; (vi) equity indices, equity and equity-related securities and instruments risk; (vii) leverage risk; (ix) interest rate risk; (x) index/tracking error risk; and (xi) counterparty risk.

Additional risks include the following:

Dividend Risk. The amount of actual and expected dividend payments by an index's component companies will vary over time. The expected amount of such dividend payments reflected in the prices of the dividend futures contracts held by Metaurus client accounts generally are not constant and will vary from year to year and month to month. Companies and industries that have not historically paid dividends and companies and industries that have decreased their dividend payouts may commence paying dividends or raise their dividend payments. Changes in tax laws or other regulations may make payment of dividends by constituent companies of the underlying indexes and/or receipt of dividends by investors more or less favorable. These changes can happen without warning and the variation in the value of actual dividends and expected dividends from month to month can be significant. Further, as with other financial instruments based on future values, the expected dividend payments reflected in the prices of the Metaurus client accounts' portfolio holdings may go up or down as a result of uncertainty of information, perceived differences in the value of the instruments over time, changes in supply and demand, and other factors. Each of these factors could have a negative impact on the performance of these accounts and cause their returns to vary significantly from period to period.

The value of actual dividend payments made by underlying indexes' constituent companies and the expected amount of such dividend payments reflected in the prices of the portfolio holdings of the accounts may be higher or lower than expected for a variety of reasons, including an actual or potential improvement or decline in the health of the overall economy, higher or lower than expected corporate earnings levels, changes to corporate dividend payout policies, prevailing interest rates, taxation policy related to dividends, other political or regulatory developments and other factors. Additionally, the amount of actual dividend payments made by S&P 500 constituent companies may, however, vary from the amount of distributions that the Metaurus client accounts will pay, if any, including if the value of the short-term Treasury Securities held by Metaurus client accounts decreases due to a rise in short-term interest rates or other reasons or due to fees and expenses associated with such distributions.

The value of expected dividend payments reflected in the prices of instruments purchased and sold by the Pacer Metaurus Fund reflects only ordinary dividends, not extraordinary, special, or non-cash dividends. Therefore, the value of an investment in the Pacer Metaurus Fund is not expected to increase in response to the issuance of any special dividends paid by S&P 500 constituent companies.

Derivatives Risk. Derivatives include instruments and contracts that are based on, and are valued in relation to, one or more underlying securities, financial benchmarks, or indices, such as futures contracts. Derivatives typically have economic leverage inherent in their terms. Futures contracts can be highly volatile, illiquid, and difficult to value. Adverse changes in the value or level of the underlying asset or index, which the account/portfolio may not directly own, can result in a loss to the account/portfolio substantially greater than the amount invested in the derivative itself. The use of derivative instruments also exposes the account/portfolio to additional risks and transaction costs. A risk of the account/portfolio's use of derivatives is that the fluctuations in their values may not correlate perfectly with the overall securities markets. Additionally, the account/portfolio will segregate or "set aside" (often referred to as "asset segregation") liquid assets or otherwise cover open positions with respect to certain derivative instruments. Although asset segregation is used to offset embedded leverage, the account/portfolio may be required to sell portfolio instruments to meet these asset segregation requirements. There is a possibility that segregation involving a large percentage of the account/portfolio's assets could impede portfolio management or the account/portfolio's ability to meet redemption requests or other current obligations. A small position in futures contracts could have a potentially large impact on the account/portfolio's performance. Trading restrictions or limitations may be imposed by an exchange, and government regulations may restrict trading in futures contracts.

Intellectual Property Risks. Competing claims over ownership of and rights to relevant intellectual property could adversely affect the Pacer Metaurus Fund or an investment in the Shares. While Metaurus believes that it has all of the intellectual property rights necessary to operate the Pacer Metaurus Fund as set forth in their Offering Documents, third-parties may allege or assert ownership of and rights to intellectual property that may be related to the design, structure and/or operation of the Pacer Metaurus Fund or their secondary underlying indexes. To the extent any claims of such ownership are brought or any proceedings are instituted to assert such claims, the negotiation, litigation or settlement of such claims, the issuance of any restraining orders or injunctions, or the ultimate disposition of such claims in a court of law may adversely affect the Pacer Metaurus Fund and the value of the Shares, resulting in expenses or damages payable by the Pacer Metaurus Fund or the suspension of activities or termination of the Pacer Metaurus Fund. Invalidation of intellectual property rights of Metaurus Advisors may allow other investment managers to copy the structure of the Pacer Metaurus Fund, which may adversely affect liquidity of the Pacer Metaurus Fund and economics of scale that can result from increases in size of the Pacer Metaurus Fund and which generally benefit Shareholders. Such claims and proceedings can also distract and divert management and key personnel from other tasks important to the success of the Pacer Metaurus Fund's businesses.

Additional Material Risk Factors Applicable to the Commodity Fund

Futures trading is speculative and volatile: Commodity futures markets can be volatile. Price movement of futures contracts are influenced by: changing supply and demand relationships; climate, governmental agriculture, trade, fiscal, monetary and exchange control programs and policies, national and international political and economic events including natural disasters, governmental default, acts of terrorism and war; the purchasing and marketing programs of different nations; and changes in interest rates and other factors. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, interest rates and precious metals. Such intervention is often intended to influence prices directly. None of these factors can be controlled by the Fund and no assurances can be given that its actions will result in profitable trades or trades that will not incur substantial losses. Even in the absence of such events, trading futures contracts can quickly lead to large losses. Such trading losses could sharply reduce the value of the Fund.

Futures Markets may be Illiquid: United States futures and options exchanges impose “daily limits” on the amount by which the price of most futures contracts traded on such exchanges may vary during a single day. Daily trading limits prevent trades from being executed during a given trading day at a price above or below the daily limit. Once the price of a futures contract has moved to the limit price, it may be difficult, costly, or impossible to liquidate a position. Such limits could prevent the Fund from promptly liquidating unfavorable positions and restrict the Fund’s ability to offset commodity futures positions held. Contract prices have occasionally moved the daily limit for several consecutive days with little or no trading. In addition, even if futures prices have not moved the daily limit, the Fund may be unable to execute trades at favorable prices if market liquidity is inadequate. It is also possible in a particular contract for an exchange or the CFTC to suspend trading, order immediate settlement, or order that trading be conducted for liquidation only.

Futures Trading may be Highly Leveraged: The low margin deposits normally required in commodity futures trading (typically between 2% and 15% of the value of the contract purchased or sold) permit an extremely high degree of leverage. For example, if at the time of purchase, 10% of the contract price is deposited as margin, a 10% decrease in the price of the contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for fees or brokerage commissions. A decrease of more than 10% would result in a loss of more than the total margin deposit. Accordingly, a relatively small price movement in a contract may result in immediate and substantial loss to the client. Like other leveraged instruments, any trade may result in losses in excess of the original amount margined. When the market value of a particular open position changes to a point where the margin on deposit in a client’s account does not satisfy the applicable maintenance margin requirement imposed by the Fund’s FCM/Prime Broker, the Fund will receive a margin call from the FCM. If it does not satisfy the margin call within a reasonable time (which may be as brief as one hour), the FCM may close out the Fund’s position. Although long options are not subject to margin calls, the premium and brokerage expenses invested into them are subject to loss in their entirety.

Cash Flow Needs May Cause Positions to be Closed, Which May Cause Substantial Losses: Futures contract gains and losses are marked-to-market daily for purposes of determining margin requirements. Option positions generally are not marked-to-market daily, although short option positions will require additional margin if the market moves against the position. Due to these differences in margin treatment between futures and options, there may be periods in which positions on both sides must be closed down prematurely due to short term cash flow needs. If, for example, this occurs during an adverse move in a spread or straddle relationship, then a substantial loss could occur.

Deregistration of the Investment Adviser as a Commodity Pool Operator Risk. Metaurus is registered with the CFTC as a commodity pool operator. If the CFTC were to terminate, suspend or revoke the Investment Adviser's registration as a commodity pool operator, for example, the Fund's operations would be disrupted and severely impacted. If the Investment Adviser ceases to be the adviser of the Fund, then the Investment Adviser would no longer be responsible for paying any of the ordinary expenses and liabilities that it has agreed to pay with respect to the Fund. If the new adviser does not agree to pay such expenses and liabilities, in such case, the Fund would be required to liquidate its assets in order to pay such expenses. This would reduce the NAV of the Interests and could result in adverse tax consequences to investors.

Default of the Fund's FCM: Under CFTC regulations, FCMs are required to maintain customer assets in a segregated account. If the Fund's FCM/Prime Broker fails to do so, the Fund may be subject to risk of loss of funds in the event of the FCM's bankruptcy. Even if such funds are properly segregated, the customer may still be subject to a risk of a loss of its funds on deposit with the FCM/Prime Broker should another customer of the FCM or the FCM itself fail to satisfy deficiencies in such other customer's accounts. Bankruptcy law applicable to FCMs requires that, in the event of the bankruptcy of an FCM, all property held by the FCM, including certain property specifically traceable to the customer, be returned, transferred or distributed to the FCM's customers only to the extent of each customer's pro-rata share of all property available for distribution to customers. If any futures FCM retained by the Fund were to become bankrupt, it is possible that the Fund would be able to recover none or only a portion of its assets held by such FCM, and/or that any recovery would be significantly delayed. There is no equivalent of the Securities Investors Protection Corporation ("SIPC") or Federal Deposit Insurance Corporation ("FDIC") as is commonly applicable in the case of securities broker dealer or banking insolvencies.

Counterparty Risk: While the regulatory structure of the futures industry provides certain guarantees for the fulfillment of transactions executed on regulated exchanges, the Investment Adviser cannot guarantee performance of any party involved in any transaction and cannot be held responsible for the default of any individual or organization. There is always the risk of default by governments, clearing organizations, future commission merchants, and other market participants.

Foreign Markets are not Regulated by the U.S. Government: The Fund may engage in trading foreign commodity futures contracts. Transactions in markets located outside the United States, including markets formally linked to a United States market, may be subject to regulations that offer different or diminished protection. In particular, funds received from clients to margin foreign futures and options transactions may not receive the same protections as funds received to margin transactions on United States exchanges. Further, United States regulatory authorities may be unable to punish misconduct in other jurisdictions or compel the enforcement of the rules of regulatory authorities or markets in non-United States jurisdictions where Fund transactions may be affected.

Foreign Markets Carry a Foreign Currency Risk: Trades executed in foreign markets are denominated in the currencies of those markets. As such, the Fund assumes a risk in that the value of the foreign currency may decrease in value against the U.S. dollar during the time in which the foreign market position is held. If the foreign currency declines in value any profit realized from the trade will be diminished and in fact may result in an overall loss while any losses realized from the trade will be larger as a result of the currency's devaluation.

Dependence on Accuracy of Market Data: Trading decisions are based upon market information which may be provided by third- party market-data providers. The Fund is unable to guarantee the accuracy of market-data provided by such third-party vendors.

Trading Decisions Based on Fundamental and Technical Analysis: The Fund will make trading decisions utilizing systemic, trend-following analysis. The profitability of this type of analysis depends upon the accurate forecasting of major price moves in certain commodity futures markets. No assurances can be given of the accuracy of the forecasts or the existence of major price moves. The best trading method will not be profitable if there are no price moves or trends of the kind the trading method seeks to follow.

In the past, there have been periods without discernible trends and, presumably, such periods will continue to occur in the future. Any factor which would lessen the prospect of major trends in the future (such as increased government control of or participation in commodity futures markets) may reduce the prospect that a particular trading method, whether technical or fundamental, will be profitable in the future. Moreover, any factor which would make it more difficult to execute trades at desired prices in accordance with a trading method's signals (such as a significant lessening of liquidity in a particular market) would also be detrimental to profitability. Further, many other trading methods may utilize similar analyses in making market decisions. Therefore, bunching of buy and sell orders can occur which, makes it more difficult for a position to be taken or liquidated. No assurances can be given that the Fund's trading method and strategies and trading decisions will be successful under all or any market conditions.

Trading in Exchange-Traded Commodity Interests is a Zero-Sum Economic Activity, Unlike Stocks and Bonds: Trading in exchange-traded Commodity Interests, such as futures contracts, is a zero-sum economic activity in which for every gain there is an equal and offsetting loss, disregarding transaction costs. This distinguishes the market in exchange-traded Commodity Interests from a typical stock or bond investment, where there is an expectation of, in the case of bonds, consistent yields, or, in the case of equity, participation over time in general economic growth. The Fund may incur major losses while stock and bond prices rise substantially in a prospering economy.

Trading Facilities: Most open-outcry and electronic facilities are supported by computer-based component systems for the order routing, execution, matching, registration or clearing of trades. As with all facilities and systems, they are vulnerable to temporary disruption or failure. The ability to recover certain losses may be subject to limits on liability imposed by the system provider, the market, the clearing house and/or member firms.

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Current and prospective investors and clients should review Item 5, as well as each relevant client account's Offering Documents, for additional information.

ITEM 9 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to Metaurus Advisors' investment advisory business or the integrity of Metaurus Advisors' management.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Metaurus' services and certain related conflicts of interest are also discussed in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) of this Brochure. Potential conflicts of interest are also discussed in the Offering Documents for each client account.

Metaurus Advisors LLC is registered a commodity pool operator with the CFTC and is a member of the NFA. It is exempt from registration as a commodity trading advisor with the CFTC under CFTC Rule 4.14(a)(4). The following management persons are registered with the NFA as associated persons of Metaurus Advisors: Jamie Greenwald, Richard P. Sandulli, Donald M. Callahan, Sean A. Dillon, Richard P. Silva, Jr., and Brendan A. Greenwald.

In addition to serving as co-CEO of Metaurus Advisors, Jamie Greenwald is also a minority owner and serves as a board member of the sub-adviser to the Commodity Fund, Transcend Global Pte. Ltd. The general partner of the Commodity Fund is an affiliate of Metaurus Advisors.

Neither Metaurus nor any management person is registered or has an application pending to register as a broker-dealer. In order to properly engage in sales activities on behalf of Metaurus Advisors LLC, certain employees are also registered representatives of an unaffiliated broker-dealer, North Capital Private Securities Corporation ("**NCPS**").

Metaurus does not recommend or select other investment advisers for its clients.

To the extent permitted by applicable laws and regulations and the specific Metaurus client's Offering Documents, Metaurus may engage placement agents in connection with the offering of their shares. Among other things, the placement agents will assist in identifying and evaluating prospective qualified investors and will approach qualified investors. Such placement agents will be paid by Metaurus, and not by the clients/funds. However, the clients/funds may be required to indemnify placement agents under certain circumstances. Certain placement agents may also receive fees directly from certain investors in addition to or in lieu of any placement fees payable by Metaurus. These payments, potentially significant to the placement agent and/or its representatives, can pose a conflict of interest arising from any incentive for the placement agent to recommend a Metaurus client/fund over other products and investment options.

Although Metaurus Advisors has procedures in place that seek to identify and mitigate conflicts, there may be certain inherent and potential conflicts of interest between Metaurus Advisors, its affiliates and their employees and principals, on the one hand, and clients, on the other hand. Potential conflicts of interest from these relationships include the following:

- Performance-based fees may create an incentive for Metaurus Advisors to make and approve more speculative investments than it would otherwise make in the absence of such performance-based compensation. (See Item 6, above, for further information concerning this potential conflict and Metaurus Advisors' policies and procedures to address it.)
- Metaurus Advisors may provide investment advisory advice to clients some of which may have the same, similar, or conflicting investments objectives as other Metaurus Advisors clients. Metaurus Advisors may, therefore, have a duty of loyalty to certain clients that may

conflict with its duty of loyalty to other clients. Metaurus Advisors may give advice and recommend securities to certain clients that may differ from advice given to, or securities recommended or bought for other clients, even though the investment objectives of such some of these clients may be the same or similar to those of other clients.

- None of Metaurus Advisors or its related persons will work exclusively on the investment activities of a single client. Metaurus Advisors and its related persons spend substantial time on other business activities, including those related to various existing and future pooled investment vehicles and other client accounts sponsored, formed, offered, and managed by Metaurus Advisors.
- Metaurus Advisors' related persons may have a greater portion of their personal assets invested in certain of the clients than in the others. Where client accounts create potential for conflicts of interest in allocating investment opportunities among them, particularly to the extent that there is limited availability of such investment opportunities, such as, for example, IPO allocations Metaurus will follow documented allocation procedures among client accounts. (See Item 6, above, for further information concerning this potential conflict and Metaurus Advisors' policies and procedures to address it if it arises.)
- Metaurus Advisors, the clients or their respective members, officers, directors, employees, principals, or affiliates may come into possession of material, non-public information. The possession of such information may limit the ability of the clients to buy or sell a security or otherwise to participate in an investment opportunity.

Current and potential clients and/or investors should consult the relevant Offering Documents for disclosures of additional potential conflicts of interest specific to that client.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

In seeking to meet its fiduciary obligations, Metaurus has adopted a Code of Ethics (the “**Code**”) based on principles of openness, honesty, integrity, and trust. The Code incorporates the following general principles that all employees are expected to uphold: employees must at all times place the interests of clients first; employees must comply with all applicable laws and regulations, including, without limitation, federal securities laws; insider trading; all personal securities transactions must be conducted in a manner consistent with the Code and any actual or potential conflicts of interest or any abuse of an employee’s position of trust and responsibility must be avoided; employees must not take any inappropriate advantage of their positions; information concerning the identity of securities and financial circumstances of clients/accounts, including their underlying investors, must be kept confidential (subject to law and regulation requiring disclosure); and independence in the investment decision-making process must be maintained at all times.

The Code’s policies and procedures are intended to identify and prevent potential and actual conflicts of interest with clients and to resolve such conflicts appropriately if they do present themselves. The Code’s Personal Securities Transactions Policy places restrictions in accordance with Rule 204A-1 of the Advisers Act on personal investment transactions by Metaurus employees and their immediate family members, including reporting of personal securities/investment accounts, pre-clearance of personal trading transactions, as well as reporting holdings and transactions to Metaurus, and review by Metaurus of all covered accounts and transactions.

Metaurus’ Personal Securities Transactions Policy requires written pre-clearance by the chief compliance officer prior to purchasing or selling “reportable securities” as defined in Section 204A-1(e)(10) of the Advisers Act. Subject to pre-clearance, employees are permitted to make investments in initial public offerings, private placement securities, or limited offerings, and to engage in outside business interests. Employees are also permitted to maintain personal investment accounts over which a third-party manager exercises exclusive discretionary authority. Employees generally are permitted to buy or sell the following securities and investments without obtaining pre-clearance: a) transactions in securities that are not reportable securities or that are otherwise excluded from the preclearance requirement; b) deposits or withdrawals in foreign denominated bank accounts; and c) certain purchases or sales that are non-volitional or pre-arranged such as pursuant to an automatic investment plan (as defined). The Code contains further restrictions on the purchase or sale by Employees of shares of Metaurus clients.

The Code also includes policies and procedures that are designed to prevent the misuse of material nonpublic information (“**Insider Trading Policies**”). Among other things, Metaurus Advisors’ Insider Trading Policies strictly prohibit Metaurus Advisors and its employees from trading for Metaurus clients or themselves, or recommending trading, in securities of a company while in possession of material nonpublic information about the company, and from disclosing such information to unauthorized persons.

In addition, the Code contains restrictions on the giving and receiving of gifts and entertainment, and restrictions on engaging in certain outside business interests without prior approval. Metaurus Advisors also maintains policies and procedures with respect to political contributions.

Violations of the Code may result in remedial action, including, but not limited to, censure, suspension, or termination of employment. Employees of Metaurus are required to certify their compliance with the Code of Ethics in writing at time of hire and on an annual basis.

A copy of the Code is available upon request, free of charge, to any Client or prospective client by contacting us at (201) 683-7979, or by email at MetaurusAdvisors@metaurus.com.

Additional potential conflicts of interest are discussed in Item 10 of this Brochure in addition to the Offering Documents for each client account.

ITEM 12 – BROKERAGE PRACTICES

Metaurus has discretion to select brokers and dealers on behalf of its current clients when conducting client transactions. Generally, Metaurus expects to receive discretionary investment authority from future clients as well. Subject to the terms of the applicable IMA and Offering Documents, in making decisions as to which securities or instruments are to be bought or sold and the amounts thereof, Metaurus is guided by the specific client's agreed-upon investment methodology (including, for example, passive- versus active-management), investment mandate, and the particular investment guidelines or restrictions, if any.

When reasonably possible, including when account dollar-levels enable doing so, Metaurus will seek to have several active counterparty relationships to facilitate best execution on behalf of its clients. Where practicable, Metaurus intends to allocate transactions to brokers and dealers generally on the basis of best execution criteria, including, to the extent relevant to a particular client and Metaurus' clients overall, in consideration of factors such as price, ability of the broker to effect the transaction, special execution capabilities, clearance, settlement, custody, recordkeeping, access to new issues, financial stability and reputation, quality of investment research, and other services provided by the broker. As a result, if we determine that the commissions charged by a broker are reasonable in relation to the overall value of the broker's services, we might not select the broker with the absolute lowest price/commission rate on every particular trade.¹

Metaurus will continue to maintain policies and procedures to review its brokerage practices, including periodic review by its personnel.

Soft Dollar Practices

Client commission arrangements (also known as "soft dollar" arrangements) are used to describe the practice of advisors using trading commissions to acquire products and services from brokers in addition to the execution of trades. An advisor's use of client assets to acquire these products and services for the advisor's own benefit creates a conflict of interest and, if not appropriately circumscribed, could violate an advisor's duty to obtain best execution. Metaurus does not receive soft-dollar benefits other than execution from a broker-dealer or a third party in connection with client securities transactions.

Metaurus' practice is not to cause a client account to pay a higher commission rate or spread (*i.e.*, pay-up) in order to obtain products or services in addition to execution of the trade. Metaurus does not enter into arrangements whereby brokers provide services, including materials or hardware or discounted rates, in consideration for a specified amount of brokerage, although it is legal to do so. We do not consider, in selecting or recommending broker-dealers, whether we receive client referrals from the broker-dealer or a third party.

¹ Not all best execution factors will be relevant to all Metaurus clients. For example, because the Pacer Metaurus Fund pursue a passive management, or indexing, investment methodology using index-based futures and US Treasuries, best execution factors such as the value of research on potential investments and access to new issues are not relevant when assessing the brokerage practices for these clients.

Metaurus does not accept clients' or investors' instructions for directing a client's brokerage transactions to a particular broker-dealer.

When relevant, Metaurus generally seeks to aggregate its clients' trades when it believes doing so would be consistent with its best execution obligations and would not favor/disfavor one client over another.

ITEM 13 – REVIEW OF ACCOUNTS

Metaurus, through its principals and/or representatives, currently conducts client account reviews on a regular and ongoing basis including, without limitation, through review of daily and monthly reports generated by several parties including, without limitation, by the third-party service providers for the Pacer Metaurus Fund, the Commodity Fund, and the SMA, and by Metaurus itself. Such reviews are conducted by Metaurus' investment and operations professionals.

Each month, investors in the Commodity Fund receive a monthly, unaudited account statement prepared by the Commodity Fund's administrator and posted to administrator's password-protected website. The monthly statement provides beginning and ending account balance information, capital activity, fees taken and account performance information. Metaurus also issues Commodity Fund investors tax reports and audited financial statements concerning their respective fund investment within 90 days of the end of the fund's fiscal year.

Finally, Metaurus may conduct account reviews on an other-than-periodic-basis if a triggering event occurs such as a change in client account investment objectives and/or financial situation, market corrections and, if applicable, in response to a client request.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Metaurus does not receive any economic benefit from non-clients for providing investment advice or other advisory services to its clients. Neither Metaurus nor any related persons compensate any person who is not a supervised person for client referrals. Metaurus may in the future enter into arrangements with third party placement agents, distributors or others to solicit investors in the Metaurus clients and such arrangements will generally provide for the compensation of such persons for their services at Metaurus' expense. Metaurus does not receive economic benefits from non-clients for providing investment advice and other advisory services.

Please see Items 10 (Other Financial Industry Activities and Affiliations), 12 (Brokerage Practices) and Section 7.B of Schedule D of Part 1 of this Form ADV, and the relevant Offering Documents for a particular client for additional related information, including related conflicts of interest.

ITEM 15 – CUSTODY

Except in the case of the Commodity Fund as discussed below, Metaurus does not possess or retain custody of client funds or securities, does not intend to do so in the future, but rather uses qualified custodians to hold client funds and securities. Metaurus is deemed to have custody of the Commodity Fund's assets because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account.

Current clients have a qualified custodian that is listed in the relevant client account's Offering Documents. Clients should carefully review and compare any account statements they may receive from their custodian with any account statements they may receive from Metaurus.

Account statements related to Metaurus clients are sent by qualified custodians to Metaurus. Each Metaurus client's assets are held in custody by unaffiliated broker-dealers or banks acting in the capacity of "qualified custodians" pursuant to the Advisers Act.

Metaurus is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to the Commodity Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that the Commodity Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that the Commodity Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

ITEM 16 – INVESTMENT DISCRETION

Metaurus provides discretionary advisory services to its clients based on investment guidelines that are set forth in the Offering Documents of the particular client account, which will grant Metaurus sufficient authority to act as a discretionary investment manager, including to execute trades. Any limitations on Metaurus' discretionary authority are set forth in those guidelines. Unless the Adviser and the client have entered into a non-discretionary arrangement, Metaurus generally is not required to provide notice to, consult with, or seek the consent of, its clients prior to engaging in transactions.

Please see Items 4 (Advisory Business), and 12 (Brokerage Practices) of this Brochure for more information.

ITEM 17 – VOTING CLIENT SECURITIES

The Commodity Fund has delegated the authority to vote proxy proposals, amendments, consents, or resolutions relating to client securities (collectively, “proxies”) to Metaurus, whereas the Pacer Metaurus Fund and the SMA have retained responsibility for proxy voting.² Metaurus anticipates that both Individual Clients and Institutional Clients generally will give Metaurus the authority to vote proxies by granting such authority in the relevant Offering Documents for each client account. Consistent with applicable rules under the Advisers Act, Metaurus has adopted and implemented written proxy voting policies and procedures (“**Proxy Policy**”) that is designed: (i) to vote proxies consistent with its fiduciary obligations in the best interests of its clients as determined by Metaurus or its designee at its discretion; and (ii) to prevent conflicts of interest from influencing proxy voting decisions made on behalf of clients. Nevertheless, when votes are cast in accordance with the Proxy Policy and in a manner that Metaurus believes to be consistent with its fiduciary obligations, actual proxy voting decisions made on behalf of one client can have the effect of favoring or harming the interests of other clients, Metaurus, or its affiliates.

In the unlikely event that a conflict of interest arises in connection with voting in relation to a given proxy proposal, the Proxy Policy provides that if the proposal is addressed by the Proxy Policy, Metaurus will vote in accordance with the Proxy Policy. If the proxy proposal is not addressed by the Proxy Policy, then Metaurus will take one of the following actions in voting such proxy: (i) follow the voting recommendation of the third-party proxy services firm it has retained on behalf of the clients, if any; or (ii) delegate the voting decision to an committee of directors or other representatives of the Metaurus client such as the independent directors of a registered investment fund client, or a similar body, to be selected by Metaurus in its sole discretion.

Upon request, clients may obtain a copy of Metaurus’ Proxy Policy and information about how Metaurus voted the client’s proxies, if any, by contacting us at (201) 683-7979, or by email at MetaurusAdvisors@metaurus.com.

² As explained above in Item 8, each of the Metaurus clients primarily hold some combination of U.S. Treasury Securities and/or futures contracts, neither of which typically present an opportunity for proxy voting. If future Metaurus clients pursue an investment strategy where corporate securities are held, or proxies are otherwise reasonably foreseeable, Metaurus intends to retain a third-party proxy services firm to assist with proxy voting and management, consistent with Metaurus’ Proxy Policy.

ITEM 18 – FINANCIAL INFORMATION

Metaurus is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients and has not been the subject of a bankruptcy petition at any time.

ITEM 19 – REQUIREMENTS OF STATE-REGISTERED ADVISERS

Not applicable.

ITEM 20 – ADDITIONAL INFORMATION

In addition to Parts 1 and 2b of this Form ADV, additional information concerning certain of Metaurus' principal executive officers and management persons is available on the NFA's website (<https://www.nfa.futures.org/basicnet/>) and at FINRA's BrokerCheck website (<https://brokercheck.finra.org/>), in addition to the information contained in Metaurus Form ADV Part 2b which is attached to this Brochure.

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Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

If you decide to close your account(s) we will adhere to our privacy policies, which may be amended from time to time. If we make any substantive changes in our privacy policy that would further permit or require disclosures of your private information, we will provide written notice to you. Where the change is based on permitted disclosures, you will be given an opportunity to direct us as to whether such disclosure is acceptable. Where the change is based on required disclosures, you will only receive written notice of the change. You may not opt out of the required disclosures.

If you have questions about our privacy policies contact our main office at the telephone number on the cover page of this brochure and ask to speak to the Chief Compliance Officer.