

ITEM 1 – COVER PAGE



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PART 2A OF FORM ADV FIRM BROCHURE

This Form ADV Part 2A brochure (the “Brochure”) provides information about the qualifications and business practices of CapInsights Partners, LLC (“CapInsights” or “CIP” or “Firm” or “Adviser”). If you have any questions about the contents of this Brochure, please contact CIP at (326) 740-4710 or by email at info@capinsightspartners.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration as an investment adviser does not imply a particular level of skill or training in the investment advisory business or any other business.

Additional information about CapInsights will be available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

This section describes the material changes to CIP's business.

This Brochure, dated March 28, 2024, was prepared in accordance with regulatory requirements since the firm's initial application for registration as an investment adviser with the Securities and Exchange Commission. Consequently, there are no material changes to report.

Please contact the Chief Compliance Officer at (513) 618-4485 or by email at info@capinsights.partners to obtain a free copy of our Brochure.

Additional information about CapInsights Partners is also available via the SEC's web site www.adviserinfo.sec.gov.

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ITEM 4 – ADVISORY BUSINESS

CapInsights Partners, LLC (“CIP”) is a Florida limited liability company formed in 2022. CIP began providing investment advisory services in July 2023. CIP is owned and controlled by Tommy Mayes and Steve Nelson.

CapInsights was founded in 2022 around the strategy of building a modern platform focused on helping asset managers grow in the face of industry trends. To do so, CapInsights assembled a team of highly credentialed and networked professionals with track records in advising and leading investor relations for successful asset managers. Our focus is niche strategies, or firms launched by managers with long-term histories, who otherwise do not employ investor relations teams of any significance. We believe that there are a few major tailwinds for our business, that includes (1) asset management trends and (2) investor demand.

Currently, CIP services are limited to providing consulting and referral services to third-party investment advisers (“TPIAs”). These consulting and referral services include:

Organizational Consulting/training:

- Help build out organizational structure and identify talent needs
- Train internal investor relations and marketing teams
- Provide help with recruiting and identifying talent

Investment Strategy and Fund Structure consulting:

- Help determine and/or evolve overall investment strategy, in particular on new strategies/launches, SMA allocations, custom solutions, etc.
- Work with managers on structures (LPs, mutual funds, SMAs, etc), fees, liquidity terms.
- Build out “go to market” plans across strategies

Marketing, Materials and PR services:

- Build out and/or enhance marketing materials ranging from DDQs, presentations, fact sheets, etc.
- Determine applicability of digital media strategy and support development as appropriate
- Determine use of data-room and other tools to help facilitate due-diligence process.
- Assist with media introductions such as industry publications (Financial Advisor Magazine, Morningstar, NASDAQ, etc.)

As of December 31, 2023, CIP does not manage any client assets on a discretionary and non-discretionary basis. CIP only provides consulting services which are considered assets under advisement.

ITEM 5 – FEES AND COMPENSATION

In general, CIP receives compensation in the form of consulting fees and referral fees uniquely tailored to each client relationship.

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

CIP does not charge or receive any performance-based fees.

ITEM 7 – TYPES OF CLIENTS

CIP provides consulting and referral services to TPIA clients.

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

RISKS OF INVESTMENT

The consulting services provided by CIP are designed to support the business of its TPIA clients and where appropriate, introduce them to firms that may utilize their investment services. The decision of the underlying investor to utilize the services of the TPIA is entirely discretionary.

CIP acknowledges that all investments and strategies are subject to a number of material risks. All securities are subject to general market risk and clients should understand that investing involves risk of loss that clients should be prepared to bear, including the risk that the entire amount invested could be lost.

Management Risk: CIP judgement about the attractiveness of investment managers could be incorrect. There is no guarantee that the securities, investment strategies or investment managers reviewed will perform as anticipated.

Reputational Risk: CIP assesses a client's reputation and background thoroughly before engaging in providing services. These potential risks include the backgrounds and reputations of the owners and managers of client firms.

Investment Manager: Clients should carefully consider the investment objectives, risks and expenses associated with the investment managers and vehicles (mutual funds, ETFs, pooled investments, separate account managers). Although CIP seeks to be transparent and explain information about its clients, investors are encouraged to review this information on their own and make an independent decision regarding the use of any TPIA.

Alternative Investments Risk: CIP provides services to a number of alternative investment managers. Alternative investments including private equity, private real estate, venture capital, private credit and hedge funds are subject to legal or other restrictions on liquidity that do not exist for other publicly traded (liquid) investments. Investors in alternatives may not be able to sell when desired or to realize anticipated or reported value when sold. Also, the calculation of fair market value of alternatives can be difficult or delayed and alternatives typically have fees that are higher compared to publicly traded securities.

General Market Risk: CIP recognizes risks such as political, economic and social conditions could cause volatility in financial markets and cause the value of any of its client's strategies or funds to drop in reaction to tangible and intangible events and conditions.

Cybersecurity / Data Protection: CIP and its affiliates as well as the service providers it uses, and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect CIP, despite the efforts of CIP, its affiliates, and relevant service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other

technology assets, as well as the confidentiality, integrity and availability of information belonging to CIP and its clients. CIP has not been subject to cybersecurity incidents where unauthorized third parties attempted to improperly access its systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the systems of CIP and its affiliates to disclose sensitive information in order to gain access to CIP' data or that of its clients. A successful penetration or circumvention of the security of the systems of CIP and its affiliates could result in the loss or theft of data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause CIP, its affiliates, or any of their respective service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues: CIP's business activities could be materially adversely affected by pandemics, epidemics and outbreaks of disease. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of CIP. Future pandemics may also have a similar (or more severe) impact on regional or global capital markets.

ITEM 9 – DISCIPLINARY INFORMATION

CIP is required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of CIP or the integrity of CIP's management. CIP has no legal or disciplinary information to disclose at this time.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As discussed in *Item 4 – Advisory Business* above and as disclosed in Section 7.A on Schedule D of Form ADV Part 1, the firm is under common control with an advisory affiliate, Blueprint Investment Partners, LLC, which serves as an SEC-registered investment adviser to select institutional clients. In addition to Blueprint Investment Partners, which serves as CIP's related adviser for SEC registration purposes, CIP is also under common control with Blueprint Fund Management and Blueprint Financial Advisors.

The ownership interests referenced above present a conflict of interest should any CIP clients purchase services from Blueprint Investment Partners or any of its affiliates, as this would economically benefit CIP.

CIP Clients are no obligation to enter into a relationship with Blueprint Investment Partners or any of its affiliates.

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

Code of Ethics

CIP's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Advisers Act. The Code applies to CIP's "Access Persons." Access Persons include any member, officer or director of CIP and employee who, in relation to the Funds: (1) has access to nonpublic information regarding any purchase or sale of securities, or nonpublic information regarding securities holdings; or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are nonpublic.

The Code sets forth a standard of business conduct that takes into account CIP's status as a fiduciary and requires Access Persons to place the interests of the firm's clients above their own interests and the interests of CIP. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of CIP's Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report listing the holdings of such personal accounts within 10 days of becoming an Access Person.

When necessary, CIP's Access Persons must also provide annual holdings reports and quarterly transaction reports detailing, respectively, the holdings and quarterly transactions in their personal accounts in accordance with Advisers Act Rule 204A-1. In addition, the Code requires that Access Persons obtain the prior written approval of the Chief Compliance Officer before engaging in any transactions in Reportable Securities (as such term is defined in the Advisers Act).

Further, under the Code, CIP maintains a "Restricted List" that includes issuers about which a determination has been made that it is prudent to restrict trading activity. This generally includes issuers about which CIP or Access Persons have acquired material nonpublic information. In addition to the Restricted List, the Code also describes CIP's duty to protect material, nonpublic information about securities/investment recommendations provided to (or made on behalf of) the Funds. Underlying these policies and procedures are two primary principles:

1. Confidential information must be maintained in confidence.
2. Employees of CIP who possess nonpublic information, whether or not it is material, must not trade in the securities affected by such information, must not disclose such information to anyone who does not have a legitimate need to know it and must immediately disclose such information to the Chief Compliance Officer.

Investors may obtain a copy of the Code by contacting the Chief Compliance Officer.

Conflicts of interest

Allocation of Investment Opportunities

CIP and its affiliates sponsor or provide consulting services to various investment vehicles, some of which may have overlapping investment strategies. CIP and its affiliates allocate investment opportunities among such vehicles on an equitable basis in its good faith discretion, and in accordance with the respective governing documents and its internal investment allocation guidelines. These are based on the applicable investment guidelines of such vehicles, portfolio diversification requirements, regulatory requirements and other appropriate factors.

Conflicting Investments by Funds

From time to time, certain funds sponsored or advised by CIP or its affiliates may hold or acquire positions in portfolio investments in which other funds invest or have invested. Such investments may be coincident with or precede one another. Follow-on investments in portfolio investments in which one or more Funds have invested may not necessarily be pro rata based on existing ownership in such investments.

The funds may have divergent interests with respect to exit strategies from such investments, restructuring the capital structure or business of such investments or other matters affecting such investments. To the extent that multiple Funds hold an interest in the same investment, disposition opportunities with respect to that investment shall be liquidated at the same time and on the same economic terms, unless otherwise required by law or regulation or the terms of the funds' governing documents or otherwise permitted by a fund's advisory committee.

Co-investment in Funds by the Firm and its Investment Professionals

Certain investment professionals of CIP and its affiliates commit capital to the funds sponsored or advised by CIP or its affiliates. As a result of this, investment made by a relevant fund could involve a purchase of securities whereby related persons of CIP acquire an indirect interest in such securities. The fact that CIP affiliates and Access Persons have financial interests in these funds could create a potential conflict in that it could cause CIP to provide consulting advice than if such parties did not have such financial ownership interests.

Side Letters of Limited Partners

Funds advised by CIP or its affiliates may include the use of side letters or other supplemental agreements with investors which provide for unique rights and obligations. The fact that these funds accept side letters could create a potential conflict in that it could cause the firm to favor the interests of one investor over another. These arrangements are made on a case-by-case basis and only in limited circumstances, and are always consistent with the terms of the LPA.

Outside Business Activities of Firm Access Persons

CIP seeks to put the interests of its clients first and avoid and mitigate conflicts of interest, which includes requiring Firm employees to seek prior approval of any outside business activity to ensure that any conflicts of interest in such activities are properly addressed.

ITEM 12 – BROKERAGE PRACTICES

CIP provides consulting services on securities and private transactions that are not executed on an exchange, nor does CIP engage in the public trading of any securities. In the event CIP were to utilize a broker-dealer for securities transaction, the firm recognizes that it would have a duty to obtain “best execution” for any securities transactions engaged in on behalf of its clients.

CIP does not participate in any soft dollar arrangements. Additionally, since CIP does not direct any trading, the firm does not permit clients to direct brokerage to any particular broker.

ITEM 13 – REVIEW OF ACCOUNTS

CIP's investment advisory services consist of consulting and referral services to TPIAs. Account reviews are not applicable to the business activities of CIP, as all accounts will be reviewed by the TPIA.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Our firm does not compensate CIP employees directly for client referrals. However, we do share in a portion of the advisory fees paid to TPIAs that we refer clients for the management of their accounts. This compensation arrangement presents a conflict of interest due to a financial incentive to recommend the services of the TPIA. No investor or client prospect is obligated to use the services of any TPIA we recommend.

ITEM 15 – CUSTODY

We do not directly debit fees from any client accounts and do not otherwise exercise custody over client funds or securities.

ITEM 16 – INVESTMENT DISCRETION

We do not have investment discretion over your funds or securities. Where client assets are managed by third parties, such third parties may have discretion pursuant to the management agreement signed with the underlying client.

ITEM 17 – VOTING CLIENT SECURITIES

As CIP does not offer any discretionary management services, CIP will not vote proxies on behalf of any client accounts. In addition, the firm will not offer clients advice regarding corporate actions and the exercise of proxy voting rights and/or materials.

ITEM 18 – FINANCIAL INFORMATION

CIP is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Funds or Investors.

CIP has not been the subject of any such bankruptcy petition.