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Form ADV Part 2A

Firm Brochure ("Brochure")

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March 28, 2024

This Brochure provides information about the qualifications and business practices of RK Capital Management, LLC ("RK Capital," the "Adviser," "our," "us," or "we"). If you have any questions about the contents of this Brochure, please contact us by telephone at (303) 394-0101 or email at investors@rkcap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

RK Capital Management, LLC is a registered investment adviser. Registration of an investment adviser does not imply any certain level of skill or training. Additional information about RK Capital also is available on the SEC's website at www.adviserinfo.sec.gov.

In no event should this Brochure be considered an offer of interests in any of RK Capital's private fund clients or relied upon in determining whether to invest in any private fund client. It is also not an offer of or an agreement to provide advisory services directly to any recipient of the Brochure. Rather, this Brochure is designed solely to provide information about RK Capital for the purpose of compliance with certain obligations under the Investment Advisers Act of 1940 ("Advisers Act") and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided to potential investors in private offering memorandums (the "memorandums"). To the extent there is any conflict between any discussion in this Brochure and the memorandums provided to investors, the memorandums provided to such investors govern.

Item 2 – Material Changes

This Brochure contains no material changes since the last update on March 31, 2023. Certain other routine updates and clarifying changes have been made to this Brochure since the last update. Consequently, we encourage you to read this Brochure in its entirety.

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Item 4 – Advisory Business

Firm History & Management

RK Capital Management, LLC, a Colorado limited liability company, was formed in June 2004 by Robert Ammann and Kevin Sonnett. Mr. Ammann and Mr. Sonnett each have a 50% ownership interest in RK Capital. There are no other persons or entities with an ownership interest in RK Capital. The firm registered with the United States Securities and Exchange Commission (the "SEC") as an investment adviser in January 2007. RK Capital provides investment advisory services to pooled investment vehicles such as limited partnerships, offshore exempted companies, and separately managed accounts.

We provide investment advisory services in our role as the general partner of the Tessera Fund, LP, the Tessera QP Fund, LP (the "Tessera Onshore Funds"), and the Tessera Master Fund, LP, and in our role as investment manager of the Tessera Offshore Fund, Ltd. (the "Company") (collectively, the "Tessera Long/Short Funds"). Also, we provide investment advisory services in our role as the general partner of the Tessera Focus Fund, LP (the "Tessera Long Fund"). Also, we provide investment advisory services to a separately managed account (the "SMA"). The Tessera Long Fund and the SMA are collectively known as the "Long Funds." The Tessera Long/Short Funds and the Tessera Long Fund are collectively known as the "Tessera Funds." The Tessera Long/Short Funds, the Tessera Long Fund, and the SMA are collectively referred to as the "Funds" or generally and individually as a "Fund."

Advisory Services

Our investment advice to the Funds is tailored to the Funds' investment objectives and restrictions as disclosed in the Funds' respective offering documents. We do not provide investment advice tailored to the particular needs of the investors in the Funds. As of February 29, 2024, we had approximately \$511,700,000 in net assets under management ("AUM"). We exercise discretionary investment authority over all managed assets held in the Funds. RK Capital, its principals, and certain employees of RK Capital maintain investments in the Tessera Funds. These investments are included in the AUM number shown above.

We invest primarily in publicly traded U.S. exchange-listed equities of small-capitalization ("small-cap") companies, typically less than \$5 billion in market capitalization at the time of initial investment, as well as options and exchange-traded funds ("ETFs"). We may invest in other securities and securities of other market capitalizations. Still, our primary focus is U.S. exchange-traded small-cap equities. The Tessera QP Fund, L.P., and the Tessera Offshore Fund, Ltd. execute their investment strategies through direct investments in the Tessera Master Fund, L.P.

Item 5 – Fees and Compensation

The specific way fees are charged by RK Capital is established in a client's written agreement with us.

We generally charge investors in the Tessera Long/Short Funds a 1.5% annual management fee payable monthly at the rate of 0.125%. Fees charged to investors in the Tessera Long/Short Funds are calculated and payable in advance at the beginning of each calendar month, using the prior month's ending net asset value after taking into account any subscription and/or redemption activity (but without the accrual of any performance fee, which is discussed later). On the first day of the month, fees are deducted from each client's account or are recorded as payable to us. The management fees credited to us are available for withdrawal at our discretion.

We generally charge investors in the Tessera Long Fund a 1.0% annual management fee payable monthly at the rate of 0.083%. Fees charged to investors in the Tessera Long Fund are calculated and payable in

advance at the beginning of each calendar month, using the prior month's ending net asset value after taking into account any subscription and/or redemption activity (but without the accrual of any incentive compensation, which is discussed later). On the first day of the month, fees are deducted from each client's account or are recorded as payable to us. The management fees credited to us are available for withdrawal at our discretion.

As fees charged to investors in the Tessera Funds are deducted at the beginning of each month, we do not foresee an instance where any refund of such fees would be required since any redemption notice period is not less than 30 days.

In certain circumstances, fees for Tessera Funds' investors are negotiable. We, at our sole discretion, may alter, reduce, or waive any portion of the management fee as to any investor, employee, principal, or affiliate or their respective family members, trusts, foundations, or affiliates. Clients and investors have negotiated differing management fee arrangements.

Fees charged to the SMA are paid in arrears based on the end-of-month assets of that client.

In addition to management and performance fees, clients are subject to other fees and expenses, including, but not limited to, brokerage and transaction costs, audit fees, and fund administration costs. A discussion of Brokerage Practices is further discussed in **Item 12**.

RK Capital and our employees do not accept compensation from any party for the recommendation or sale of any security or investment product.

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

As the investment manager for the Tessera Long/Short Funds, RK Capital may be entitled to an annual performance fee – in most cases, 20% of net profits during a calendar year. We, at our sole discretion, may alter, reduce, or waive any portion of a Tessera Fund performance fee or incentive compensation applicable to any shareholder, partner, employee, principal, or affiliate, or their respective family members, trusts, foundations, or affiliates. Clients and investors have negotiated differing performance fee arrangements.

The performance fee is described in more detail in the offering memorandums specific to each Tessera Long/Short Fund or in the investment management agreements specific to an SMA or another Client invested in the Long/Short strategy.

Performance fees in the Tessera Long/Short Funds are generally subject to a "high-water mark" limitation. A high-water mark determines if any performance allocation may be assessed. Thus, after the first year in which a performance allocation is earned, the performance allocation for later years only applies to the extent an investor's pro-rata share of net profits measured on a cumulative basis, net of any losses, for all years since admission exceeds the highest level of cumulative net profits achieved through the close of any prior year since admission. If an investor makes a withdrawal at a time when their capital account balance is below its historic high-water mark level, the level is ratably reduced to reflect the withdrawal.

The performance allocation in the Tessera Long/Short Funds is generally calculated and charged to each Limited Partner at the end of each fiscal year. A performance allocation is also calculated and charged (i) with respect to any investor permitted or required to withdraw, and (ii) with respect to an investor making a partial withdrawal of the investor's capital account as of any time other than the close of a year based on net profits allocated to the Limited Partner through the withdrawal date (but only with respect to the amount withdrawn on a pro-rata basis if there is a partial withdrawal).

A more detailed discussion of the high-water mark can be found in each Tessera Long/Short Fund's respective offering documents. Details regarding performance fees for the SMA are described in the SMA's investment management agreement.

As the investment manager for the Tessera Long Fund, RK Capital may be entitled to receive incentive compensation on an annual basis which in typical cases represents 20% of the over-performance of the Tessera Long Fund relative to the performance of a benchmark. Clients have negotiated, and may in the future negotiate, differing incentive compensation arrangements.

Incentive compensation in the Tessera Long Fund typically includes a mechanism similar to a "high-water mark" but altered to be specifically applicable to the over- or underperformance of the Limited Partner's Capital account relative to a hypothetical investment in the benchmark over the period following the most recently assessed incentive fee. The mechanism is intended to prevent any incentive fee from being earned until such time as the Limited Partner's investment performance is in excess of a hypothetical investment in the benchmark following a period of underperformance vs. the benchmark subsequent to the most recently earned incentive fee period. The Tessera Long Fund incentive compensation is described in more detail in its offering memorandum or in the investment management agreements specific to an SMA or another Client invested in the Long-Only strategy.

The incentive compensation in the Tessera Long Fund is generally calculated and charged to each Limited Partner at the end of each fiscal year. Incentive compensation is also calculated and charged (i) with respect to any Limited Partner permitted or required to withdraw, and (ii) with respect to a Limited Partner making a partial withdrawal of the Limited Partner's capital account, as of any time other than the close of a year based on net profits allocated to the Limited Partner through the withdrawal date (but only with respect to the amount withdrawn on a pro-rata basis if there is a partial withdrawal).

In measuring clients' assets for the calculation of performance fees, we include realized and unrealized capital gains and losses. Performance fee arrangements may create an incentive for us to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. As the Long/Short Funds are managed *pari passu*, and the Long Funds are generally managed *pari passu* to the long book of the Long/Short Funds (except for instruments used for cash management), there is a minimal likelihood of a conflict of interest where one client may be treated differently than another with respect to performance fees.

Item 7 – Types of Clients

RK Capital provides portfolio management services to pooled investment vehicles, specifically private hedge funds, a private long-only fund, and separately managed accounts. The Tessera Funds have a minimum initial investment of \$500,000. We have a minimum initial investment of \$25,000,000 for a new SMA or client. However, client and investor minimums, if applicable, may be, and have been, altered or waived at our sole discretion.

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

RK Capital's primary method of analysis and investment strategy involves conducting fundamental research on publicly traded companies in an effort to uncover attractive investment opportunities. Because we invest both long and short, we search both for stocks we think will increase in value and for stocks we think will decline in value –on an absolute basis or relative to other stocks.

Through our research process, we attempt to identify discrepancies between our estimate of fair market

value and the actual market price. Generally speaking, if our research suggests an estimate of fair market value that is materially *above* the current market price, we may conclude to make an investment in that company (or in other words, establish a "long" position in the publicly traded stock of that company) with the expectation that the stock price will *rise* over time (to a price that may be closer to our estimate of fair market value). Conversely, if our research indicates an estimate of fair market value that is materially *below* the current market price, we may conclude to sell short shares in that company (or in other words, establish a "short" position in the publicly traded stock of that company) with the expectation that the stock price will *fall* over time (to a price that may be closer to our estimate of fair market value).

RK Capital utilizes a variety of research methods in conducting its fundamental research. We may use, among other methods, any, or all of the following:

- review, study, and analysis of public company filings – such as SEC filings;
- review, study, and analysis of company-sponsored information such as press releases, presentations, product descriptions, etc.;
- attendance and meetings with public company executives at industry conferences;
- visits to company locations and meetings/interviews with senior management of target companies (by target companies, we are referring to companies in which we are already invested or considering investing);
- visits with senior executives of target companies in our office in Denver;
- regular dialogue with company executives via video conference, telephone, or email;
- conversations and interviews with industry experts, such as brokerage research analysts;
- research on the target company's customers, suppliers, competitors, and partners;
- participation in public company conference calls and review of transcripts of such calls;
- use of various investment software – such as Bloomberg – which aggregate and organize historical company and industry financial data and disclose industry analyst estimates of future company revenues or profits;
- use and study of published research from various brokerage firms on subjects including publicly traded companies, industries, sectors, or broader research such as research on small-cap equities;
- analysis of historical company and industry financial data; and/or
- proprietary forecasts of future profits and cash flow of target companies.

A majority of the investment candidates in the Funds' long portfolio are small-cap U.S. equities, generally those having market capitalizations under approximately \$5 billion in market capitalization at the time of initial investment. While the Long/Short Funds' short portfolio may be comprised of companies of all capitalization sizes, including mid- and large-cap companies, a significant portion of the positions will generally be small-cap. Our investment horizon varies but is generally several months to several years, though it may be shorter. Our investment strategy includes buying and selling short publicly traded equities but may include trading options and other instruments. We may use margin to trade securities.

These strategies may result in reduced investment performance due to higher brokerage and transaction costs. As well, certain of the small-cap stocks in which we invest may be thinly traded and may place limitations on our ability to exit a position either when executing a portfolio strategy or when necessary to raise capital for redemptions. Such occurrences could have a negative impact on investment performance.

The Funds' investing activities may involve a high level of trading, generating significant position and portfolio turnover, which may, in turn, lead to substantial transaction costs and/or tax liability. The Funds may engage in this level of trading activity regardless of the profitability and/or tax consequences.

It is important to note that investing in securities involves a risk of loss that clients and their investors, if applicable, should be prepared to bear. An investment placed in the Funds is speculative, may not be suitable for all clients or their investors, and is intended for sophisticated clients and their investors who can accept the risks associated with the Funds' investments.

All investment programs have certain risks that are borne by the clients. Our investment approach keeps the risk of loss in mind. Clients face the following investment risks:

- **Liquidity risk:** Low trading volume and small floats (i.e., a small number of shares that are freely tradable) can lead to large bid/ask spreads and difficulty entering or exiting a position.
- **Delisting risk:** Stocks may be taken off an exchange because they fail to meet financial and technical specifications established by the stock exchange, such as minimum market capitalization or minimum trading volume requirements. A delisting decreases a stock's following and liquidity; however, it usually continues trading on the OTCBB.
- **Volatility risk:** Portfolio holdings can exhibit highly volatile price movements, which may be a result of, or influenced by, a variety of factors. Such factors may include, but are not limited to, general economic conditions domestically and abroad, the broader health and liquidity of the financial markets, interest rates, inflation, government regulations or policy, geopolitical events, as well as any number of company and/or industry-specific factors of relevance to a particular company.
- **Competitive risk:** Small-cap companies may not be as financially sound as more well-established companies and may face a competitive disadvantage in regard to economies of scale.
- **Information risk:** With less or no research coverage, a good company that is underpriced may not be discovered (value trap), and an apparently good company may be overvalued.
- **Market risk:** The price of a security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.
- **Business risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil companies depend on finding oil and then refining it - a lengthy process - before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Financial risk:** Excessive borrowing to finance a business' operations increases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or declining market value. The impact of higher interest rates may also negatively impact a company's ability to borrow or its ability to service existing debt obligations.
- **Inflation risk:** Inflation may impact a company's ability to source input costs (labor and materials) at a level that allows their business to generate a reasonable profit margin, or they may not be able to increase prices at a pace that keeps up with higher input costs during inflationary periods. Inflation also increases the risk that real returns could lag during inflationary periods.
- **Equity Securities risks:** Risks associated with investing in equity securities relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or

service delivery process, management of litigation risk and the company's ability to create shareholder value (e.g., increase the value of the company's stock price).

- Option risks: A decision as to whether, when, and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. In the case of index options, the client incurs basis risk between the performance of the underlying portfolio and the performance of the underlying index. For example, the underlying portfolio may decline in value while the underlying index may increase in value, resulting in a loss on the call option while the underlying portfolio declines as well.
- Pandemic, Epidemic, and Natural Disaster risks: These events often prove difficult to prepare for and even more difficult to predict. Such events have broad and at times lasting impacts on particular companies, industries, and the economic and social conditions in the impacted regions. Related impacts such as supply and demand disruptions can impact a company's ability to execute its business plans and, as such present significant risk to its business and the value of its securities.
- Geopolitical risk: Geopolitical and other events (e.g., war, terrorism) may disrupt securities markets and adversely affect global economies and markets, thereby decreasing the value of a Fund's investments. Sudden or significant changes in the supply or prices of commodities or other economic inputs such as oil may have material and unexpected effects on both global securities markets and individual countries, regions, sectors, companies, or industries, which could significantly reduce the value of an account's investments. War, terrorism, and related geopolitical events have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally.
- Regulatory risk: RK Capital is subject to various regulations, and there is always a risk that changes in government regulations may adversely affect the value of securities or our operations. Additionally, RK Capital is subject to the Alternative Investment Fund Managers Directive ("AIFMD"). AIFMD is in effect across member states within the European Economic Area ("EEA") and seeks to regulate alternative investment fund managers ("AIFMs") – of which RK Capital is one – who manage alternative investment funds in the EEA or who offer shares in AIFs to investors based in the EEA. AIFMD, to the extent it applies, requires the AIFM of the Fund to make certain additional investor disclosures before admitting EEA investors to the Fund and prescribes the information to be included in periodic investor reports. The AIFM is also required to make periodic regulatory filings to the competent authorities of each EEA member state in which the Fund is marketed. Compliance with these conditions may lead to additional costs being borne by the Fund. Accordingly, there is a risk that investors may indirectly bear the cost of the AIFM of the Fund complying with the AIFM Directive and any additional requirements imposed by individual EEA member states.
- Technology and Cybersecurity Risks: Maintaining the security, integrity, and accessibility of our data and information technology ("IT") is fundamental to our business operations and investment program. We seek to prevent, identify, detect, respond to, and recover from cybersecurity incidents and have implemented cybersecurity policies related to IT security. We depend heavily on our IT and other operational systems, whether ours or those of others (such as custodians, prime brokers, and certain outside parties). These systems may fail to operate properly or become disabled because of events or circumstances wholly or partly beyond our or their control, such as physical or electronic break-ins, unauthorized tampering, or other security breaches. Technology failures or cybersecurity breaches, whether deliberate or

unintentional, could have a material adverse effect our ability to provide investment advice to the Funds and could result in, among other things, financial loss, reputational damage, or regulatory penalties. Many of these same risks also apply to the operations of the companies in which we may invest and may threaten their ability to operate effectively in the event of technology failure or a cybersecurity event.

- Use of Leverage: As noted above, margin may be used in the management of client accounts. Leverage may increase client returns; however, the use of leverage exposes clients to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had leverage not been used; (ii) margin calls or changes in margin requirements may force premature liquidations of investment positions; (iii) losses on investments where the investment fails to earn a return that equals or exceeds the cost of leverage related to such investments; and (iv) fluctuations in interest rates on borrowings may have a negative effect on profitability. In the case of a sudden, precipitous drop in the value of a client's assets, RK Capital may not be able to liquidate client assets quickly enough to repay borrowings, which could further magnify losses. The portfolio management team monitors our investment portfolios.

Additionally, investors in the Tessera Long Fund should be aware of the following risks:

- Long-Only Strategy: The Tessera Long Fund is long-only and will not engage in short selling of equity securities and, consequently, may be less hedged than investment vehicles that engage in short selling. Accordingly, the investment portfolio of the Tessera Long Fund may be subject to more rapid change in value than would be the case if the Tessera Long Fund were required to maintain a wider diversification among types of securities and other instruments or if the Partnership engaged in short selling or other hedging techniques.
- Anchor Investor: The General Partner and the Tessera Long Fund have entered into an arrangement with the Anchor Investor whereby the Anchor Investor has been granted certain preferential terms and rights in exchange for making an anchor investment in the Tessera Long Fund. Such terms and rights include, among others, preferential liquidity provisions and more favorable fee and expense terms than those described in the Tessera Long Fund's Offering Memorandum. Additionally, the Anchor Investor has access to additional information and reporting related to the Tessera Long Fund's holdings, performance, and expenses.

RK Capital employs some or all of the following risk management strategies as part of the portfolio monitoring process:

- For long positions, avoidance of stocks that trade on short-term psychology rather than earnings and fundamentals;
- Beta-adjusted market/sector/industry/position real-time monitoring;
- Liquidity controls – ownership guidelines and real-time monitoring;
- Price targets and sell (close-out) discipline;
- Collaborative decision-making process and veto power;
- Diversification across sectors, industries, market caps, and investment styles;
- Position size limits;
- Sector and industry exposure guidelines;
- Typical net exposure of Tessera Long/Short Funds of 25-75%; and/or
- The beta of the Tessera Long/Short Funds is typically well below 1.0.

A complete discussion of risk factors specific to an investment in the Funds is included in offering memorandums specific to each Fund. Investors should review the appropriate offering memorandum in detail before making an investment decision.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events material to your evaluation of RK Capital or the integrity of our management. RK Capital has no disclosures applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Mr. Sonnett is a director of Tesseract Offshore Fund, Ltd., and a member of the Board of Advisors to Tesseract Master Fund, L.P.

No principals or employees of RK Capital are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer. No principals or employees of RK Capital are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Certain of the private funds for which RK Capital serves as general partner or investment manager have and may in the future enter into additional agreements, or “side letters,” with certain prospective or existing limited partners or shareholders whereby such limited partners or shareholders, including such persons that may be affiliated with the Adviser or its related persons, may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the fund. For example, such terms and conditions may provide for special rights to make future investments in the fund, other investment vehicles or managed accounts; special redemption rights, including those relating to frequency or notice; a waiver or rebate in fees or redemption penalties to be paid by the limited partner or shareholder and/or other terms; rights to receive reports from the partnership on a more frequent basis or that include information not provided to other limited partners or shareholders (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the partnership or fund and such limited partners or shareholders. The modifications are solely at the discretion of the fund and may, among other things, be based on the size of the limited partner’s or shareholder’s investment in the fund or affiliated investment entity, an agreement by a limited partner or shareholder to maintain such investment in the partnership or fund for a significant period of time, or other similar commitment by a limited partner or shareholder to the partnership or fund.

Item 11 – Code of Ethics

All our employees are governed by and must comply with our Code of Ethics (the “Code”), which is intended to protect each investor’s interest consistent with the Advisers Act, Rule 204A-1. Our Code is designed to uphold compliance with applicable laws and regulations; maintain integrity, honesty, loyalty, and good faith; prevent improper conduct; and eliminate or reduce conflicts of interest. Our Code prohibits, limits, restricts, or avoids insider trading, improper gifts, outside employment, political contributions, and self-dealing.

Under the Code, each of our employees must comply with our written personal securities transaction policy (the “Policy”), which restricts all supervised persons’ activity related to the trading of equity securities. The Policy defines three categories of “Securities” and who may trade in each of the three types of Securities. Employees are classified into two categories – Decision Makers (“DMs”) and Non-Decision Maker access persons. DMs include portfolio managers, assistant portfolio managers, and senior analysts.

- Non-Covered Securities
 - Includes bank certificates of deposit, direct obligations of the U.S. government, money market funds, open-ended mutual funds, and Securities acquired through automated investment plans.
 - All DMs and Non-Decision Maker Access Persons may trade in Non-Covered Securities
 - Written pre-approval and reporting are not required.
- Exempt Covered Securities
 - Includes open- and closed-ended ETFs and any related derivatives.
 - All DMs and Non-Decision Maker access persons may trade in Exempt Covered Securities.
 - Written pre-approval and reporting are required.
- Covered Securities
 - Includes all securities which fall outside of the above categories, such as equities, UITs, IPOs, private placements, convertible fixed-income bonds, and any related derivatives.
 - DMs are generally not permitted to trade in Covered Securities. Non-Decision Maker access persons may trade in Covered Securities.
 - Written pre-approval and reporting are required.

While we strongly discourage non-DM access persons from trading individual equity securities, we may permit it, at our discretion, in an account but only under the following rules, procedures, and standards:

- No non-DM access person shall execute trades (buy, sell, sell short, buy to close) in any security in which any of the Funds either maintain a position (long or short) or in which we contemplate (based on all currently available information in our possession) could become a Fund position in the near future (defined as the next five (5) trading days).
- All reportable securities trades in any supervised person's account must be pre-approved in writing by our chief compliance officer (the "CCO") or in the CCO's absence, the backup CCO. Any securities trades made by the CCO must be pre-approved in writing by the backup CCO.
- All supervised persons are required to report security holdings in brokerage accounts at least annually and must arrange for copies of statements and confirmations to be sent by their brokerage firms directly to the CCO.

Due to the nature of our investors, we may trade in securities our Funds' investors may issue, which may create a conflict of interest. If we become aware of an investor's position with a publicly-traded company, we will add that company to our list of names in which we may not trade (our "restricted list"). Having names on the restricted list may lead to the loss of investment opportunities beneficial to the Fund.

Violations of the Code must be reported promptly to our Chief Compliance Officer, who is primarily responsible for administering the Code. Violations of the Code may result in sanctions up to and including termination of employment.

A copy of our Code is available at no cost to investors upon written request to investors@rkcap.com or Investor Relations, RK Capital Management, LLC, 3033 E. 1st Avenue, Suite 401, Denver, CO 80206.

Item 12 – Brokerage Practices

Brokerage Discretion

We have discretion over the selection of the broker-dealer(s) to be used and will negotiate the commission rates paid by the Funds. We seek to obtain best execution when we determine the broker-dealer(s) to be used for a particular trade by the Funds. Best execution involves many factors, including obtaining the best price for execution services. In addition to the best price, best execution may involve the full range and quality of a broker's services, including significant factors like the number, quality, and relevance of company-sponsored meetings and conference calls; access to and attendance at research conferences; and one-on-one meetings at conferences.

Additional factors we may consider include, but are not limited to:

- the efficient placement of orders;
- clearance settlement;
- overall execution quality;
- promptness of execution;
- promptness and accuracy of oral, hard copy, or electronic reports of execution;
- ability and willingness to correct trade errors;
- ability to access various market centers;
- the market where the securities trades are executed;
- any expertise the broker-dealer may have in executing trades for particular types of securities;
- commission rates;
- reliability;
- soft dollar/client commission programs;
- execution and operational capabilities and its clearing firm;
- financial condition, creditworthiness, and business reputation; and/or
- our overall assessment of a broker-dealer and the resultant "tier" of the broker-dealer as determined in our periodic broker review meetings.

We evaluate whether the broker-dealer's service or product provides lawful and appropriate assistance to us in fulfilling our investment decision-making obligations. It is difficult, if not impossible, to place a dollar value on the research services we receive from broker-dealers effecting transactions in the portfolios. Consequently, broker-dealers we select may be paid commissions for effecting portfolio transactions in excess of amounts other broker-dealers would have charged for effecting similar transactions. We allocate transactions to broker-dealers for execution on markets and at prices and commission rates which in our good faith judgment are in the best interest of the client. We regularly evaluate the quality of these brokerage services, generally on a quarterly basis. Consistent with our policies and procedures, we will obtain brokerage services only from those firms that meet our acceptable standards with consistent reliability.

Analysts, officers, or other employees of broker-dealers may invest in any of the Funds, and their employer may conduct trades for the Funds. While this may create either the appearance of or an actual conflict of interest, we allocate transactions to broker-dealers seeking the best overall qualitative execution according to the factors previously described in the best interest of the client and not based on any investor's investment in any of the Funds.

Aggregate and Program Trades

We attempt to manage the Long/Short Funds as if they were a single fund. The investment strategy and decisions made for each Fund are generally the same in percentage terms. Except for unique monthly

subscriptions and redemptions, investment positions in each Fund represent nearly the same percentage of the Tessera Fund. There may also be de minimis differences due to Fund level costs or benefits, investor flows, and other factors such as expense items or withdrawal penalties.

Similarly, we attempt to manage the Long Funds as if they were a single fund. The Long Funds are generally invested in the same long positions as the long book of the Long/Short Funds (except for instruments used for cash management). However, since the Long Funds are normally nearly fully invested, the position sizing relative to AUM is different versus the Long/Short Funds.

When we place initial orders for new long or short positions, the investment is generally determined to be a certain target percentage size of the beginning of day assets of each Fund. As the Funds are managed similarly, we normally aggregate or "bunch" trades for all Funds in one trade. Trades are then allocated using beginning-of-day assets, so the percentage weighting of the investment in each Fund should be nearly identical (with minor differences generally due to rounding orders and allocations to the nearest one hundred shares). At times, these trades are made in a "program" fashion, whereby a list of trades is given to a broker to execute. The Funds participating in these aggregated transactions each receive the same price and commission per share. If an aggregated order is filled at different prices during a trading day, each Fund will pay or receive the same average price and pay the same commission rate for the transaction. If an aggregated order is partially filled during a trading day, securities are allocated on a pro-rata basis among the Funds using the beginning of day assets.

At times, we may rebalance share allocations between the Funds utilizing periodic rebalancing transactions. Such transactions experience market exposure. This market exposure may result in differences in execution between Funds.

We generally manage the Tessera Long/Short Funds using a similar strategy as outlined in each of the Tessera Long/Short Funds' offering documents. This is known as "pari passu" or "in an equal manner, without preference." However, there may be some slight differences or exceptions. For example, Initial Public Offerings ("IPOs") of shares of issuers may be treated differently depending on the intent of clients and/or their underlying investors. Certain clients or underlying investors may elect to participate on a limited basis in the gains from IPOs, and other clients or underlying investors may elect to not participate at all in the gains from IPOs.

Soft Dollars

We regularly pay a commission that exceeds the commission another broker-dealer may have otherwise charged. These higher commissions are paid in compliance with Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act") and to compensate the broker-dealer for providing us with research and brokerage services (commonly referred to as using "soft dollars"). Research services can include access to analysts and traders, sponsored meetings with corporate executives, conferences, written reports, and other services provided to us regarding companies, industries, market factors, and other topics.

We have in the past and expect to continue the practice of using soft dollars to obtain research, market commentary, and insights including but not limited to:

- the global and national investment climate in general;
- macro investment strategy;
- equity strategy;
- quantitative analysis;
- historical market information;
- industry, sector, and thematic research;
- company long and short research broadly or related to specific sectors/industries;

- analysis of the investment climate;
- analysis of political and regulatory trends and their impact on the markets, sectors, and industry.
- aggregated databases reflecting corporate roadshows, conference attendance, and other research or corporate access events;
- data analysis services that track various application download or usage data;
- analysis of company insider trading activity, institutional ownership, and stock buyback research and analytics;
- analysis of market structure

At times, we may utilize broker-dealers who may provide low-cost trade execution services, but we pay that broker commission dollars beyond the pure execution costs. This is referred to as a commission sharing agreement. At the time of these trades, the broker-dealer receives both the portion of the commissions to compensate it for the execution of the trade and also the portion of commissions beyond execution costs. The additional portion is credited to a broker share account for the purpose of purchasing research and brokerage services (using soft dollars) from other non-executing brokers (third parties).

Trading commissions are generally charged to each Fund on a pro-rata basis, and, as such, soft dollars are generally charged to each Fund on a pro-rata basis. In the event of rebalancing due to investor subscription and redemption activity, certain Funds may be charged more or less than a pro-rata allocation of soft dollars. Even if such an instance occurs, all soft dollars are used for the benefit of all Funds managed by RK Capital. We believe that since all Funds use a similar investment strategy, the allocation of these expenses on a pro-rata basis is appropriate since all Funds derive a similar benefit.

We allocate soft dollars to non-executing brokers to obtain research or brokerage services as permitted under the Exchange Act. The executing broker is solely obligated to pay non-executing brokers that provide research or brokerage services to RK Capital. The soft dollars in the broker share account cannot be used for any other services or obligations beyond those permitted under the Exchange Act. If any services are outside the parameters of the Exchange Act, we will pay for these services using RK Capital funds.

In addition, RK Capital has chosen in the past and may continue to choose to pay for assorted services directly rather than using soft dollars, even though payment of such services using soft dollars is permitted under the Exchange Act. We regularly and periodically review the amount and quality of research and brokerage services received from brokers. These reviews are in an effort to make a good faith determination that the soft dollar allocations are reasonable in relation to the value of the brokerage, execution, and research and brokerage services provided to us. Amounts allocated to particular research providers as a result of the review are paid directly to the providers from the broker share accounts established for the purpose of segregating soft dollars. Payments are made once the research providers present an invoice for payment to the broker share account. The broker share accounts are reconciled monthly, and reporting is provided to certain members of the RK Capital research team.

Soft dollars can provide a benefit to RK Capital when these funds are used to obtain research products, as we do not have to produce these products on our own or pay for them using our funds. We may have an incentive to select firms for execution services based on the research products they provide. In some instances, the trade execution we receive may be less favorable than that which we could have received elsewhere. To help mitigate such a conflict, we have developed a process where we rate individual firms based on a variety of inputs.

We negotiate and determine all commission rates with the executing low-cost broker as well as with all

other brokers to determine if they are competitive with commissions paid for similar services. Research that we obtain generally benefits all the Funds equally rather than just the one Fund executing a trade.

Clients and their investors, if applicable, should consider if our use of soft dollars creates an actual conflict of interest arising from our receipt of research and brokerage services.

Our prime brokers, in addition to the range of services they offer (which include but are not limited to qualified custodial services and research services), may also provide capital introduction services on occasion. These services would generally involve introducing potential investors to the Funds. This service may create an incentive to select a broker that may not otherwise be selected were such a decision based solely on trading execution. We attempt to monitor trading execution and the value of research services on a regular basis, and such consideration is the primary determinant of which broker is selected and utilized. Capital introduction is not a consideration in selecting brokers.

RK Capital does not solicit client referrals in exchange for using brokerage services, and our clients are not permitted to direct brokerage.

Item 13 – Review of Accounts

The Investment Team reviews and manages the portfolio of investments on a real-time basis. In addition to regular team meetings, events in the markets or the world with the possibility of affecting the portfolio trigger ad-hoc meetings and discussions. Our Chief Compliance Officer reviews client account transactions on an ongoing basis to determine if they conform with investment objectives and guidelines. These reviews generally consist of comparing actual statistics against the stated investment objectives of the Funds as detailed in the offering documents or against other pre-determined guidelines. Operations staff review and reconcile the portfolio daily, but no formal reports are issued to the Tessera Funds themselves.

Separately managed accounts, like the SMA, will generally receive monthly account statements from their custodian(s) and administrator(s), as applicable. RK Capital recommends that investment advisors for separately managed accounts carefully review such statements and compare them against reports received from RK Capital and/or the client's administrator(s).

The Tessera Funds' independent administrator, Northern Trust Hedge Fund Services, LLC, provides written acknowledgments to investors confirming subscriptions and redemptions and prepares monthly capital statements, which are made available to each investor. The capital statements indicate estimated capital balances and all subscription and redemption activity for the corresponding period. These statements are generated using information and data from the Tessera Funds' prime brokers (i.e., qualified custodians).

We also provide to the investors of the Tessera Funds and our separately managed accounts a monthly statistical summary and a quarterly update letter or similar communication, which provides commentary on the Tessera Funds and RK Capital. Certain information is reported only in relation to the Tessera Fund, L.P., as all Tessera Long/Short Funds are managed similarly under the same strategy. A separate statistical summary and quarterly update letter are provided to the investors in the Tessera Long Fund.

At least annually, we provide to the investors of the Tessera Funds audited financial statements and information regarding valuations, profits, gains, and losses. Also, we provide each investor in the Tessera Onshore Funds and the Tessera Long Fund tax-related information on an annual basis. RK Capital urges investors to review these statements and reports carefully.

As well, investors are invited to contact us at any time with inquiries related to the Funds or the

investment adviser. RK Capital maintains a website (www.rkcap.com) that has general information on the investment adviser and employee biographies.

Item 14 – Client Referrals and Other Compensation

Other than as described in response to **Item 12**, RK Capital does not receive compensation from outside parties for providing investment advice to the Funds.

From time to time, RK Capital may engage third-party firms to assist in marketing efforts. Such firms use their own efforts and resources to identify investors for the Tessera Funds. Investors introduced to the Tessera Funds by a third-party firm acknowledge in writing their business relationship with the third-party firm.

In return for introducing investors to the Tessera Funds, the third-party firms receive a fee as compensation for these introductions. This fee amount is negotiated between the third-party firm and RK Capital and generally is derived from some portion of the management and/or performance fees, which are earned by RK Capital with respect to the introduced investors. Such payments are pursuant to an agreement between RK Capital and the third-party firm.

Item 15 – Custody

All client funds and securities are held by qualified custodians, who make account statements available to RK Capital daily via their websites. Each private fund client's administrator also provides account statements to RK Capital. Clients are urged to review such statements carefully and to compare them with any reports received from RK Capital.

Item 16 – Investment Discretion

RK Capital exercises discretionary investment authority over all managed assets held in the Funds. Discretionary authority is granted to us based on the applicable Funds' Investment Management Agreements and Offering Documents.

Generally, we have the authority to determine, without obtaining client consent, the securities to be purchased or sold, the amount of the securities to be purchased or sold, the broker-dealer to be used, and the commission rate applicable. We have complete discretion over the amount of assets to allocate to any investment and which securities are bought or sold within the guidelines of the limited partnership and investment management agreements without obtaining specific investor consent.

Certain of our portfolio managers, employees, and/or their related persons invest in the Tessera Funds but not in the SMA. These investments may create the appearance of or an actual conflict of interest as it could appear that the portfolio managers may have an incentive to favor the accounts in which they have an investment. However, positions in the Long/Short Funds are allocated pari passu and are not allocated differently based on varying expectations of returns.

Item 17 – Voting Client Securities

The Tessera Funds have granted voting authority for proxies to RK Capital. On behalf of the Tessera Funds, we vote proxies received from companies in relation to the securities owned by the Tessera Funds. We have engaged the proxy voting services of ISS to assist in voting decisions. The Tessera Funds cannot

direct how we vote proxies. A summary of our proxy voting policy follows. Clients may obtain at no cost a copy of our proxy voting policies and procedures upon written request. Clients may also obtain information from RK Capital about how we voted any proxies in the Tesserera Funds by contacting us at (303) 394-0101 or investors@rkcap.com.

Determination of Vote

We generally vote all proxy requests we receive. When we vote, we determine how to vote after an evaluation of the proxy materials and any other information or data that may be necessary or beneficial in determining the appropriate vote. We make every effort to further the Tesserera Funds' best interests and vote consistent with our investment strategy. We will cast votes for proxies on a case-by-case basis. We generally vote in favor of matters which follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management's accountability to shareholders, and/or in support of compensation plans that are commensurate with enhanced manager performance and market practices, among other factors.

Resolution of any Conflicts of Interest

If a proxy vote creates a material conflict between the Tesserera Funds and our interests, we will contact the Funds before voting the proxy. We will disclose the conflict to the Tesserera Funds and obtain consent to continue to handle the voting responsibility or relinquish our delegated right to vote and instead seek an outside independent proxy voting firm or another qualified independent group to make a determination of the appropriate vote.

Item 18 – Financial Information

We are not aware of any financial condition reasonably likely to impair our ability to meet contractual and fiduciary commitments to clients or prospective clients. We have not been the subject of a bankruptcy proceeding petition at any time during the past ten years.