

# Brown Capital Management, LLC

## Client Brochure

*This brochure provides information about the qualifications and business practices of Brown Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (501) 503-0001 or by email at: [jbrown@brown-cm.com](mailto:jbrown@brown-cm.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.*

*Additional information about Brown Capital Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Brown Capital Management, LLC's CRD number is: 174101.*

10816 Executive Center Dr., Suite 103  
Little Rock, Arkansas, 72211  
(501) 503-0001  
[jbrown@brown-cm.com](mailto:jbrown@brown-cm.com)

*Registration does not imply a certain level of skill or training.*

Version Date: March 2024

## **Item 2: Material Changes**

## Item 3: Table of Contents

### Table of Contents

Item 2: Material Changes .....	i
Item 3: Table of Contents .....	ii
Item 4: Advisory Business .....	1
A. Description of the Advisory Firm .....	1
B. Types of Advisory Services .....	1
Investment Supervisory Services .....	1
Financial Planning.....	1
Services Limited to Specific Types of Investments.....	2
C. Client Tailored Services and Client Imposed Restrictions .....	2
D. Wrap Fee Programs .....	2
E. Amounts Under Management .....	2
Item 5: Fees and Compensation .....	3
A. Fee Schedule .....	3
Investment Supervisory Services Fees .....	3
Financial Planning Fees .....	3
Hourly Fees.....	3
B. Payment of Fees .....	3
Payment of Investment Supervisory Fees .....	3
Payment of Financial Planning Fees .....	3
C. Clients Are Responsible For Third Party Fees .....	4
D. Prepayment of Fees.....	4
E. Outside Compensation For the Sale of Securities to Clients.....	4
Item 6: Performance-Based Fees and Side-By-Side Management .....	4
Item 7: Types of Clients.....	4
Minimum Account Size .....	4
Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss .....	5
A. Methods of Analysis and Investment Strategies .....	5
Methods of Analysis .....	5
Charting analysis.....	5
Fundamental analysis .....	5
Technical analysis.....	5
Cyclical analysis .....	5
Investment Strategies.....	5
B. Material Risks Involved .....	5
Methods of Analysis .....	5
Fundamental analysis.....	5
Technical analysis.....	5

Cyclical analysis .....	6
Investment Strategies.....	6
C. Risks of Specific Securities Utilized .....	6
Item 9: Disciplinary Information.....	6
Item 10: Other Financial Industry Activities and Affiliations .....	6
A. Registration as a Broker/Dealer or Broker/Dealer Representative.....	6
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor .....	7
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests .....	7
D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections.....	7
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	7
A. Code of Ethics.....	7
B. Recommendations Involving Material Financial Interests.....	7
C. Investing Personal Money in the Same Securities as Clients .....	8
D. Trading Securities At/ Around the Same Time as Clients' Securities.....	8
Item 12: Brokerage Practices.....	8
A. Factors Used to Select Custodians and/or Broker/Dealers.....	8
1. Research and Other Soft-Dollar Benefits.....	8
2. Brokerage for Client Referrals.....	8
3. Clients Directing Which Broker/Dealer/Custodian to Use .....	9
B. Aggregating (Block) Trading for Multiple Client Accounts .....	9
Item 13: Reviews of Accounts .....	9
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews .....	9
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts .....	9
C. Content and Frequency of Regular Reports Provided to Clients .....	9
Item 14: Client Referrals and Other Compensation.....	10
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes).....	10
B. Compensation to Non – Advisory Personnel for Client Referrals .....	10
Item 15: Custody .....	10
Item 16: Investment Discretion .....	10
Item 17: Voting Client Securities (Proxy Voting) .....	10
Item 18: Financial Information .....	11
A. Balance Sheet .....	11
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients .....	11
C. Bankruptcy Petitions in Previous Ten Years.....	11
Item 19: Requirements For State Registered Advisers.....	11
A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background .....	11
B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any).....	11
C. How Performance Based Fees are Calculated and Degree of Risk to Clients .....	11
D. Material Disciplinary Disclosures for Management Persons of this Firm.....	12
E. Material Relationships That Management Persons Have With Issuers of Securities (If Any) .....	12

## Item 4: Advisory Business

### A. Description of the Advisory Firm

Brown Capital Management, LLC is a Limited Liability Company organized in the state of Arkansas since May 2013 and the principal owner is Johnny R. Brown II.

### B. Types of Advisory Services

Brown Capital Management, LLC (hereinafter "BCM") offers the following services to advisory clients:

#### *Investment Supervisory Services*

BCM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. BCM creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

BCM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

#### *Financial Planning*

Financial plans and financial planning may include, but are not limited to: investment planning, life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. These services are based on hourly fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement.

### ***Services Limited to Specific Types of Investments***

BCM limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, REITs, insurance products including annuities, and government securities. BCM may use other securities as well to help diversify a portfolio when applicable.

### **C. Client Tailored Services and Client Imposed Restrictions**

BCM offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent BCM from properly servicing the client account, or if the restrictions would require BCM to deviate from its standard suite of services, BCM reserves the right to end the relationship.

### **D. Wrap Fee Programs**

BCM does not participate in any wrap fee programs.

### **E. Amounts Under Management**

BCM has approximately \$107,680,000 of assets under management as of March 31, 2023.

## Item 5: Fees and Compensation

### A. Fee Schedule

#### *Investment Supervisory Services Fees*

Total Assets Under Management	Annual Fee
First \$1,000,000	1.50%
Second \$1,000,000	1.00%
Above \$2,000,000	0.75%

These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in advance, and clients may terminate their contracts with ten days' written notice. Refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

#### *Financial Planning Fees*

##### *Hourly Fees*

The hourly fee for these services is \$200. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary. Clients may terminate their contracts without penalty within five business days of signing the advisory contract.

### B. Payment of Fees

#### *Payment of Investment Supervisory Fees*

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance.

#### *Payment of Financial Planning Fees*

Hourly Financial Planning fees are paid via check in arrears upon completion. Because fees are charged in arrears, no refund is necessary.

### **C. Clients Are Responsible For Third Party Fees**

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by BCM. Please see Item 12 of this brochure regarding broker/custodian.

### **D. Prepayment of Fees**

BCM collects fees in advance and in arrears. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be returned within fourteen days to the client via check or return to account.

### **E. Outside Compensation For the Sale of Securities to Clients**

Neither BCM nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

## **Item 6: Performance-Based Fees and Side-By-Side Management**

BCM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

## **Item 7: Types of Clients**

BCM generally provides investment advice and/or management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Foundations
- ❖ Pension and Profit Sharing Plans

### ***Minimum Account Size***

There is an account minimum, \$200,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.



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

### A. Methods of Analysis and Investment Strategies

#### *Methods of Analysis*

BCM's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

*Charting analysis* involves the use of patterns in performance charts. BCM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

*Fundamental analysis* involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

*Technical analysis* involves the analysis of past market data; primarily price and volume.

*Cyclical analysis* involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

#### *Investment Strategies*

BCM uses long term trading, short term trading, short sales, margin transactions, options writing (including covered options, uncovered options, or spreading strategies).

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

### B. Material Risks Involved

#### *Methods of Analysis*

**Charting analysis** strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

*Fundamental analysis* concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

*Technical analysis* attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these

patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

*Cyclical analysis* assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

### ***Investment Strategies***

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **C. Risks of Specific Securities Utilized**

BCM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

**Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business or the integrity of our management.

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

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither BCM nor its representatives are registered as a broker/dealer or as representatives of a broker/dealer.

## **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither BCM nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

## **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Neither BCM nor its representatives are engaged in any investment-related business or occupation (other than this advisory firm).

## **D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections**

BCM does not utilize nor select other advisors or third party managers. All assets are managed by BCM management.

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

## **A. Code of Ethics**

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

## **B. Recommendations Involving Material Financial Interests**

BCM does not recommend that clients buy or sell any security in which a related person to BCM has a material financial interest.

### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of BCM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of BCM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. BCM will always document any transactions that could be construed as conflicts of interest and will always transact client business before or simultaneously to their own when similar securities are being bought or sold.

### **D. Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of BCM may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of BCM to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. BCM will always process client's transactions before or simultaneously to its own when similar securities are being bought or sold.

## **Item 12: Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker/Dealers**

The Custodians, Schwab Institutional, a division of Charles Schwab & Co., Inc., and TIAA-CREF, were chosen based on their relatively low transaction fees and access to mutual funds and ETFs. BCM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

#### ***1. Research and Other Soft-Dollar Benefits***

BCM receives no research, product, or service other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

#### ***2. Brokerage for Client Referrals***

BCM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### ***3. Clients Directing Which Broker/Dealer/Custodian to Use***

BCM allows clients to direct brokerage. BCM may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients money because without the ability to direct brokerage BCM may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

#### **B. Aggregating (Block) Trading for Multiple Client Accounts**

BCM maintains the ability to block trade purchases across accounts. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

### **Item 13: Reviews of Accounts**

#### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

Client accounts are reviewed at least monthly by Johnny R. Brown. He is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at BCM are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Johnny R. Brown.

#### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

#### **C. Content and Frequency of Regular Reports Provided to Clients**

Each client will receive at least quarterly a written report that details the clients' account which may come from the custodian.

Clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

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

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

BCM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to BCM clients.

### **B. Compensation to Non – Advisory Personnel for Client Referrals**

BCM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

## **Item 15: Custody**

BCM, with Client's written authority, has limited custody of client's assets through direct fee deduction of BCM's Fees only. Constructive custody of all client's assets and holdings is maintained primarily at Schwab Institutional, a division of Charles Schwab & Co., Inc. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

## **Item 16: Investment Discretion**

For those clients' accounts where BCM provides ongoing supervision, the client has given BCM written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides BCM discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

## **Item 17: Voting Client Securities (Proxy Voting)**

BCM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 18: Financial Information**

### **A. Balance Sheet**

BCM does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither BCM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

### **C. Bankruptcy Petitions in Previous Ten Years**

BCM has not been the subject of a bankruptcy petition in the last ten years.

## **Item 19: Requirements For SEC Registered Advisers**

### **A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background**

BCM currently has only one management person/executive officer; Johnny R. Brown. Mr. Brown's education and business background can be found on the Supplemental ADV Part 2B form.

### **B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)**

James George, a registered representative of this firm, is a management person of a life insurance brokerage firm, JDJ Advisors, LLC in Little Rock, AR.

### **C. How Performance Based Fees are Calculated and Degree of Risk to Clients**

BCM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

**D. Material Disciplinary Disclosures for Management Persons of this Firm**

BCM has no disciplinary actions against management persons of the firm.

**E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)**

Neither BCM, nor its management persons, has any relationship or arrangement with issuers of securities.