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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Eden Capital Management LLC. If you have any questions about the contents of this brochure, contact us at 212-588-9000. 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 Eden Capital Management LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Eden Capital Management LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

As of our last filing on March 1, 2023 there are no material changes to report.

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Item 4 Advisory Business

Description of Firm

Eden Capital Management LLC is a registered investment adviser primarily based in New York, New York. We are organized as a limited liability company ("LLC") under the laws of the State of Delaware. We have been providing investment advisory services since December 2017. We are wholly owned by Eden Capital S.A. and indirectly owned by Dina Said Dwyer.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Eden Capital Management LLC and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Portfolio Management Services for Pooled Investment Vehicles

Our firm currently provides discretionary investment advisory services to private investment funds. We serve as the managing member, or manager of and/or the investment adviser to, certain private investment funds ("Funds"). Our affiliate serves as the general partner to our private investment funds. We base our advice to such private investment Funds on the investment objective and restrictions (if any) set forth in the applicable offering memorandum, organizational documents, investment management agreement, and/or subscription agreements, as the case may be (each and collectively, the "Governing Documents"). Such Funds are available for investment only by institutional investors and other sophisticated, high-net-worth investors, who meet the eligibility requirements of the applicable fund set forth in its Governing Documents. Each such fund is exempt from registration as an investment company under the U.S. Investment Company Act, as amended (the "Investment Company Act"), under Section 3(c)(1) or 3(c)(7) thereof. The detailed terms, strategies and risks applicable to the Funds are described in each Fund's organizational and offering documents regarding the investment of client funds based on the individual needs of the client. Details of the guidelines, parameters and restrictions on investments relating to the Fund clients may be found in the applicable Fund's Private Placement Memorandum.

Types of Investments

We offer advice on private funds which focus on investments in technology, business services and education companies. We seek majority, or substantial minority positions with control rights, through leveraged buyout, management buyout, and growth equity structures. We are patient in deploying capital and seek to identify proven, scalable, and profitable businesses with strong management teams. We target companies with enterprise values below \$100 million, headquartered in the US, Canada or Western Europe.

Assets Under Management

As of December 31, 2023, we provide continuous management services for \$292,046,209 in fund assets on a discretionary basis.

Item 5 Fees and Compensation

Eden Capital Management is generally compensated for its services based on two types of fees: (i) a management fee assessed on total assets under management, and (ii) a performance fee as described below. Funds initiated or terminated during a calendar quarter may be charged a prorated fee. Upon termination of any Fund, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

The management fee is based upon an annual percentage of assets under management and charged monthly by Eden Capital Management to a client. This percentage varies by fund, but is typically between 1.25% to 2% annually, payable in arrears, based on the balance at the end of the billing period. Funds will be directly invoiced for all fees. Fees may be subject to negotiation at the sole discretion of the advisor.

The performance fee is a share of the net profits in the fund. This percentage varies by fund, but is typically 10-20%, net of expenses. Performance fees are payable quarterly in arrears. Please refer to Item 6, below, for a more detailed description of performance fees and related conflicts of interest.

The specific manner in which fees are charged is established within the private funds offering documents. All fees are subject to negotiation. All material terms of the relationship will be included in the written investment advisory agreement executed by the fund. All fees and expenses assessed to the private funds are fully disclosed to investors in the respective fund's private placement memorandum or offering documents and in investor subscription documents.

Our Funds are offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom a Fund is offered will receive a private placement memorandum and other offering documents. The fees charged by the Fund are separate and apart from our advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in a Fund. Persons affiliated with our firm may have made an investment in a Fund and may have an incentive to recommend the Fund over other investments.

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

We charge performance-based fees to "qualified clients" having a net worth greater than \$2,200,000 or for whom we manage at least \$1,100,000 immediately after entering an agreement for our services. Performance-based fees are fees based on a share of capital gains or capital appreciation of the fund. The performance fee is generally equal to a maximum of 10 to 20% of the annual gross profits, once a minimum 8% return has been achieved within a 12-month period. Fees will be adjusted for deposits and withdrawals made during the 12-month period. In the event an investor makes a complete withdrawal from the account on a date other than year-end, fees will be due at the time of withdrawal. Refer to the *Fees and Compensation* section above for additional information on this topic.

We manage funds that are charged performance-based fees while at the same time managing funds (perhaps with similar objectives) that are not charged performance-based fees or charged a negotiated performance fee ("side-by-side management"). Performance-based fees and side-by-side management create conflicts of interest, which we have identified and described in the following paragraphs.

Performance-based fees create an incentive for our firm to make investments that are riskier or more speculative than would be the case absent a performance fee arrangement. In order to address this potential conflict of interest, a senior officer of our firm periodically reviews the funds to ensure that in the investments are suitable and that the fund is being managed according to the fund's investment objectives and risk tolerance.

Performance-based fees may also create an incentive for our firm to overvalue investments which lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to "fairly value" any investments, which do not have a readily ascertainable value.

Side-by-side management might provide an incentive for our firm to favor accounts for which we receive a performance-based fee. For example, we may have an incentive to allocate limited investment opportunities, such as initial public offerings, to funds who are charged performance-based fees over funds who are charged asset-based fees only. To address this conflict of interest, we have instituted policies and procedures that require our firm to allocate investment opportunities (if they are suitable) in an effort to avoid favoritism among our funds, regardless of whether the fund is charged performance fees.

Item 7 Types of Clients

We offer investment advisory services to private funds.

In general, we require a minimum of \$500,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management.

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

Our Methods of Analysis and Investment Strategies

We base our advice to such private investment funds on the investment objective and restrictions (if any) set forth in the applicable offering memorandum, organizational documents, investment management agreement, and/or subscription agreements.

Our investments are focused on technology, business services, and education. We are a long-term investor driven by business fundamentals. We target companies with enterprise values below \$100 million with EBITDA of \$3 - \$15 million, headquartered in the US, Canada or Western Europe.

Risks

Operational Risk

The long-term profitability of the assets in which we invests will be dependent upon the efficient operation, maintenance and high availability of such assets. Inefficient operations, maintenance and low availability may reduce returns to Investors.

General Business and Management Risk

Investments in Portfolio Companies are subject to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors. With respect to management at the Portfolio Company level, many portfolio companies rely on the services of a limited number of key individuals, the loss of any one of whom could significantly adversely affect the Portfolio Company's performance.

Lack of Liquidity

Under adverse market or economic conditions or in the event of adverse changes in the financial condition of an investment, we will find it more difficult to sell the investment when we believe it advisable to do so. Finally, dispositions of investments may be subject to contractual and other limitations on transfer, or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms obtainable upon a disposition.

Valuation of Assets

All of the securities owned by the Fund(s) are not publicly traded and are required to be fair valued. When estimating fair value, will apply a methodology based on generally accepted accounting practices. Prospective investors in any Fund should review the confidential offering documents and other governing documents of any such fund for a more extensive discussion of risks and potential conflicts of interest before making any commitment.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

Dina Said Dwyer and Eden Capital S.A. are the principals of Eden Capital Partners GP, LLC, the general partner for Eden Capital Partners, L.P.

Principals, employees and family, through a co-investment vehicle, have invested in one of the portfolio companies in the fund for which they do not pay an advisory fee.

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

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Persons affiliated with our firm have made an investment in one of the portfolio companies of the Fund and may have an incentive to recommend the Fund over other investments.

Item 12 Brokerage Practices

The Company focuses on making investments in private securities, thus it does not regularly execute trades in market-traded securities with any financial intermediary such as a broker-dealer, and commissions are not ordinarily payable in connection with such investments in private securities.

Item 13 Review of Accounts

The CEO will monitor the fund(s) on an ongoing basis and will conduct reviews at least quarterly, to ensure the advisory services provided to you are consistent with the fund's investment objectives. We will provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of fund holdings and performance, etc.

Item 14 Client Referrals and Other Compensation

We directly compensate non-employee (outside) consultants, individuals, and/or entities ("Promoters") for client referrals. In order to receive a cash referral fee from our firm, Promoters must comply with the requirements with Rule 206(4)-1 and of the jurisdictions in which they operate. If you become a client, the Promoter that referred you to our firm will receive a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Promoter expires. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Promoters are contingent upon your entering into an advisory agreement with our firm. Therefore, a Promoter has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Promoters that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Promoters disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Promoters's compensation is less favorable.

Item 15 Custody

Private Investment Companies

We serve as the investment adviser to a private pooled investment vehicle in which our clients are not solicited to invest (the "Fund," whether one or more). The Fund is offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Fund is offered will receive a private placement memorandum and other offering documents. The fees charged by the Fund are separate and apart from our advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with our firm may have made an investment in the Fund and may have an incentive to recommend the Fund over other investments.

In our capacity as investment adviser to the Fund, we will have access to the Fund's funds and securities, and therefore have custody over such funds and securities. We provide each investor in the Fund with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

We have discretionary authority over the investments made in the fund(s). In all cases, such discretion is to be exercised in a manner consistent with the stated investment objectives for the Fund(s). The only limitations that may be placed on our investment discretion are those outlined in writing. Such limitations are typically included within, for example, the Funds' offering documentation (e.g. private placement memorandum).

Item 17 Voting Client Securities

We advise funds that invest in private equity and therefore do not vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.