

CrossingBridge Advisors, LLC (the “Firm”) is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser. Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://Investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

### **What investment services and advice can you provide me?**

We offer investment advisory services to retail investors, including separately managed accounts (which may include private investment vehicles through third-party investment management agreements) (“SMA clients”). The Firm also provides investment advice to a private investment fund (“Private Fund”), serves as the adviser to 4 mutual funds, one ETF and one UCITS Fund and is the sub-adviser to three mutual funds (“MFs”).

The Firm provides discretionary investment advisory services to all fee paying clients’ accounts. Advisory services may include, among other things, the selection of investments and asset allocation. Decisions relating to investment advice are based on analysis, portfolio construction, financial market conditions and on the investment guidelines and restrictions of the client. Each SMA client has a privately negotiated investment strategy based upon the objectives and needs of the individual client and each account is managed in accordance with those objectives and needs.

All accounts managed by the Firm are reviewed on an ongoing basis, generally daily, weekly or monthly, by, or at the direction of, Mr. Sherman (the CEO of the Firm), and Mr. Barkoe, (the CFO/CCO of the Firm,) to assure conformity with client objectives and guidelines. In addition, all accounts are reviewed in light of emerging developments and market volatility. This monitoring is a part of the Firm’s standard services.

An average investment of approximately \$5 million is typically required to open an SMA. However, the Firm may accept lesser amounts based on the particular circumstances of a prospective client. Additionally, SMAs relating to a particular strategy are ordinarily subject to additional minimum account sizes which vary depending upon the strategy.

### **Conversation Starters. Ask your financial professional:**

Given my financial situation, should I choose an investment advisory service? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

### **What fees will I pay?**

Fees are individually negotiated and may vary based on the type of account and the strategy that the account follows, among other things. Circumstances considered when negotiating fees include, without limitation, customary market rates, specialized guidelines, and other performance/incentive fee/allocation arrangements with the client. Management fees are calculated based on an annual percentage of the value of the assets under management. In addition, the Firm can collect performance/incentive fees/allocations based on the performance of investments.

On a case by case basis, the Firm can charge a fixed fee for services rendered. For example, a fixed fee might be for monitoring a portfolio or for a specific project. The Firm currently has no clients utilizing this fee structure.

Clients will incur brokerage and other transaction costs, including research expenses and legal fees. The Firm will not receive any portion of such commissions or fees from the custodian or client. In addition, clients pay charges imposed directly by affiliated or unaffiliated mutual funds and exchange traded funds.

The Firm's fee structure creates conflicts of interest. For example, the Firm has a financial incentive to favor accounts with performance-based fees because the Firm typically has an opportunity to earn greater fees on these accounts. Additionally, the Firm has an incentive to recommend additional contributions to an SMA as additional contributions will ordinarily increase the amount the Firm receives in management fees.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

#### **Conversation Starters. Ask your financial professional:**

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

#### **What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interests do you have?**

*When we act as your investment adviser*, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

Certain financial professionals receive additional compensation from third party products, proprietary products, revenues sharing, principal trading and similar arrangements. The Firm does not accept these types of additional compensation.

#### **Conversation Starters. Ask your financial professional:**

How might your conflicts of interest affect me, and how will you address them?

#### **How do your financial professionals make money?**

The Firm's financial professionals are ordinarily compensated through salaries and bonuses. Some financial professionals are also owners of the Firm and receive distributions of the profits earned by the Firm.

#### **Do you or your financial professionals have legal or disciplinary history?**

No. Visit [Investor.gov/CRS](https://www.investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.

#### **Conversation Starters. Ask your financial professional:**

As a financial professional, do you have any disciplinary history? For what type of conduct?

#### **Additional Information:**

If you would like additional, up-to-date information or a copy of this disclosure, please call (914) 741-9600.

#### **Conversation Starters. Ask your financial professional:**

Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?