

ITEM 1: COVER PAGE

# Lead Edge Capital Management, LLC

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Part 2A of Form ADV  
(The “Brochure”)

March 30, 2019

This Brochure provides information about the qualifications and business practices of Lead Edge Capital Management, LLC (“LECM” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, Brian Neider (the “CCO”), at 212-984-2421 or [brian@leadedgecapital.com](mailto:brian@leadedgecapital.com). The information contained herein has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about the Adviser can also be found on the SEC’s website at:  
[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2: MATERIAL CHANGES**

The Adviser does not consider any of the information contained in this version of the Brochure to represent a material change from the information contained in its most recent previous version dated March 29, 2018. Our valued current and future investors are encouraged to read this Brochure, as well as all the governing documents applicable to their current or prospective investment, in their entirety.

To receive a current copy of this Brochure free of charge, please contact the CCO by telephone at 212-984-2421 or by e-mail at [brian@leadedgecapital.com](mailto:brian@leadedgecapital.com).

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#### ITEM 4: ADVISORY BUSINESS

LECM is an investment management company which, directly and through its affiliates and subsidiaries provides investment management and advisory services to private funds (each a “Fund” and collectively, including any future pooled investment vehicle for which LECM may serve as an investment adviser, the “Funds”) focusing on equity investments primarily in the private venture capital markets in the U.S. and abroad. LECM was founded in 2013. Mitchell H. Green holds a controlling interest in LECM, and is the firm’s senior managing member.

LECM follows the investment objectives, strategies and guidelines of each Fund as specified in its offering documents but does not tailor its investment advice to match the needs of any investor in a Fund.

As of December 31, 2018, LECM has approximately \$1,785,284,045 in regulatory assets under management on a discretionary basis.

#### ITEM 5: FEES AND COMPENSATION

LECM generally charges management fees of up to 2% of client assets. Management fees are charged either monthly or quarterly and are generally paid in advance by deducting directly from client accounts. Clients are generally not eligible for partial refunds in the case of early withdrawals or redemptions, but specific details are set forth in each respective client’s limited partnership agreement, limited liability company operating agreement and/or private placement memoranda (collectively, “Offering Documents”).

LECM’s clients may also be charged performance-based fees, generally up to 20% of net profits. Performance-based fees are drawn from clients’ accounts either in the form of an incentive fee or a profit allocation (sometimes referred to as “carry” or “carried interest”), and are generally paid either to an LECM affiliate or subsidiary. Specific details regarding any performance-based fees are set forth in each respective client’s Offering Documents.

Fees for advisory services are negotiable.

##### *Other Costs*

All clients incur third-party brokerage commission and other transaction costs, as explained in further detail in the **Brokerage Practices** section below. The Funds’ also generally incur third-party costs related mainly to custody, audit, administration, legal advice, tax advice and preparation, banking services, and research and consulting. Clients will also bear any third-party costs related to fair value appraisal of account assets, as applicable.

In addition, clients are billed to reimburse LECM for certain expenses, including: travel related to marketing to and meeting with Fund investors; travel related to the investigation and monitoring of client investments; reasonable costs for meetings with Fund investors and investments, including meals; research related to the investigation, evaluation and monitoring of client investments, including data services; and consulting and advisory services related to the investigation, evaluation and monitoring of client investments, including those related to the company’s “operating partners”, some of whom may be members of the general partner or carry member to certain private fund clients and therefore affiliates of LECM.

LECM has adopted an expense allocation policy establishing guidelines for determining such reimbursements from client accounts, as well as for the allocation of costs and expenses among multiple client accounts, when applicable. A copy of LECM's expense allocation policy is available by contacting the CCO at the number or address listed on the cover of this Brochure.

In all cases, details concerning applicable fees and expenses are set forth in each respective client's Offering Documents.

#### **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As discussed in **Fees and Compensation** above, LECM may charge performance-based fees.

##### *Side-by-Side Management and Allocation Policy*

Because LECM has multiple clients, at times it may need to allocate investment opportunities of limited availability across its clients' accounts. In such situations, some accounts may offer higher management and performance-based fee potential than others. LECM has an incentive to favor accounts for which it receives higher performance-based fees since it may receive a greater profit if the investment generates a positive return.

To ensure equitable treatment of all clients irrespective of such fee considerations, LECM has adopted an investment allocation policy that sets out the criteria for determining allocations, the most important of which are investment objective and strategy, existing portfolio composition and available liquidity. For a copy of LECM's investment allocation policy, please contact the CCO at the number or address listed on the cover of this Brochure.

#### **ITEM 7: TYPES OF CLIENTS**

As discussed in the **Advisory Business** section above, LECM provides investment management services primarily to private fund clients, which in turn are offered exclusively to sophisticated investors.

#### **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

LECM provides investment management services to growth equity fund clients. Its strategy is to target fast growing internet, services and software businesses of a certain size in terms of run-rate revenues or bookings, make equity investments on flexible terms and then leverage their broad network of operational executives and direct investing professionals to help make high level introductions for these businesses that help accelerate the sales process and create value for management teams and their existing shareholders as well as their clients.

This strategy involves a number of material risks, including, but not limited to: the lack of a liquid public market for investments and therefore a restricted ability to sell positions; the severe restriction on the ability of investors in the Funds to withdraw or redeem their capital; and the ability of LECM and its investment professionals to correctly identify and assess good investment opportunities, particularly given the often early stage of development of the businesses invested in, their frequent need for additional capital and the often rapidly shifting dynamics and intense competition that characterize the industries in which they operate.

A more complete discussion of the investment strategy and risks involved is contained in the relevant Offering Documents and should be read by prospective investors carefully. LECM's investment strategy involves a risk of loss that clients should understand and be prepared to bear.

#### **ITEM 9: DISCIPLINARY INFORMATION**

LECM does not believe that any of LECM, its subsidiaries or its affiliates, or any of the members, partners, officers or employees of LECM, its subsidiaries or affiliates have been involved in any legal or regulatory action, or other disciplinary event that is material to an investor's or prospective investor's evaluation of the advisory business or management of LECM, its subsidiaries or affiliates.

#### **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

LECM has no existing or pending affiliations with a broker-dealer or a registered representative of a broker-dealer. LECM has no existing or pending affiliations with a Futures Commission Merchant (FCM), Commodity Pool Operator (CPO), or Commodity Trading Advisor (CTA).

#### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

LECM maintains a code of ethics which includes policies regarding the trading of securities in personal brokerage or similar accounts by its principals and employees. The code does not restrict LECM principals, members and employees from maintaining or trading in such accounts, but establishes that any activity that either abuses confidential knowledge about client accounts or attempts to profit at their expense is considered an abuse of the foundation of trust upon which LECM's business is built and is strictly prohibited. All LECM executive members and employees are required to submit annual reports on all securities holdings and quarterly reports on all security transactions in accounts controlled either directly or indirectly (although certain exceptions apply). Submitted reports are reviewed by the CCO, or his delegate. Violations of the code of ethics policy are punishable by sanctions including fines and termination of employment.

A copy of LECM's code of ethics is available by contacting the CCO at the number or address listed on the cover of this Brochure.

Conflicts of interest may occur when LECM, or its related persons, including the general partners of certain Funds, invest in the same securities, trade in the same securities at or about the same time, or have a material financial interest in the same securities that LECM recommends to its Funds. For example, LECM and its related persons may invest their personal funds in the Funds, and, therefore, such persons may hold an indirect interest in the same securities as other investors in the Funds. In addition, certain employees of LECM may own securities in their personal accounts that are also recommended by LECM to its Funds. LECM has established procedures, including a code of ethics and a personal trading policy, intended to limit conflicts of interest in cases where LECM, a related person or any employee, buys, sells or otherwise has an interest in, securities recommended by LECM to its Funds.

## **ITEM 12: BROKERAGE PRACTICES**

Except in limited circumstances, a Fund will typically not engage in investments involving a financial intermediary such as a broker-dealer and commissions are generally not payable in connection with such activities. To the extent the Funds engage in investments involving broker-dealers, LECM has discretion over the selection of brokers used for securities transactions in its Funds' accounts, and its selection of brokers will take into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; LECM's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available brokerage and research products and other services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying the other selection criteria.

Currently, LECM has no formal soft dollar arrangements in place.

### ***Brokerage for Client Referrals***

To the extent applicable, LECM may also direct some client account brokerage business to brokers who refer clients or investors to its Funds. Because such referrals, if any, are likely to benefit LECM but will provide an insignificant (if any) benefit to the client, LECM will have a conflict of interest with its clients when allocating client account brokerage business to a broker who has made such referrals. To prevent client account brokerage commissions from being used to pay referral fees, LECM will not allocate client account brokerage business to a referring broker unless it has been determined in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to the client account.

### ***Aggregation of Orders***

Although LECM's primary investment strategy involves investments in private companies, it is possible that LECM may place orders for publicly traded securities from time to time and may place such orders for more than one Fund simultaneously. Pursuant to LECM's Allocation and Aggregation of Investment Opportunities policy, LECM may aggregate orders of its accounts for trade execution and thereafter allocate the securities on an average price basis to such accounts. Transactional expenses are not reduced because of such aggregation. Further, if all orders placed for Funds cannot be fully executed under prevailing market conditions, then the securities traded should be allocated among the Funds on a pro rata basis or in some other equitable manner, taking into account the size of the order placed for each account and any other relevant factors. It is LECM's belief that the above-described procedure for aggregating and allocating customer orders is consistent with the SEC's procedures recommending aggregation. LECM also believes that aggregation is consistent with its duty to seek best execution for all its Funds.

LECM may deem it to be in the best interests of its Funds to reallocate or "cross" securities transactions between Funds. LECM maintains policies and procedures intended to limit the potential conflicts of interest inherent in these transactions. Cross transactions will only be effected if they are deemed to be

in the best interests of the particular Clients involved and will be conducted in compliance with such policies and procedures and applicable law.

#### **ITEM 13: REVIEW OF ACCOUNTS**

Client accounts are reviewed by the firm's managing members and the Chief Financial Officer on either a daily, monthly or quarterly basis, depending on activity in the account and the frequency of client reporting. Investors in the Funds can access written statements containing individual net asset values generally on a quarterly basis (in all cases, as set forth in the terms of the relevant Offering Documents), distributed via the firm's hosted online investor reporting portal (<https://secure.reportingsystem.com/leadedgecapital>).

#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

Although no such arrangements are currently in place, LECM may enter into arrangements with unaffiliated third parties whereby compensation is paid for referring clients or investors to the Funds. Generally these payments are based on a percentage of management fees, performance-based fees, or some combination thereof, earned by LECM with respect to such client or investor. Because such arrangements contain inherent conflicts of interests between the referring party, on the one hand, and the client, on the other, LECM requires documentation that these conflicts have been disclosed and consented to by clients.

#### **ITEM 15: CUSTODY**

LECM may be considered to have custody of client assets as a result of fee payments or the service of its affiliates as general partner to private investment partnerships. Actual custody of client assets, however, is at a qualified custodian. LECM provides audited financial statements to the Funds, prepared in accordance with US GAAP, to all investors in its Funds within 120 days after such Fund's fiscal year end.

#### **ITEM 16: INVESTMENT DISCRETION**

As an investment adviser, LECM generally has discretionary authority over clients' accounts to determine securities bought and sold and in what quantities, the amount of leverage employed, the broker-dealer used and the commission rates to pay, among other things. The specific terms of the scope of such investment discretion is detailed in the relevant Fund's Offering Documents.

#### **ITEM 17: VOTING CLIENT SECURITIES**

LECM has adopted a proxy voting policy that is guided by its fiduciary responsibilities and commits its principals and employees to vote in a manner which is believed to do the most to maximize shareholder value and to never prioritize unrelated objectives. Proxy votes are reviewed by the CCO or his delegate for adherence to this policy, and a copy of both the policy and proxy voting record is available by contacting the CCO at the number or address listed on the cover of this Brochure.



**ITEM 18: FINANCIAL INFORMATION**

LECM does not require or solicit prepayment of management fees six or more months in advance. LECM has no financial condition to disclose that is reasonably likely to impair its ability to meet contractual commitments to its clients. Additionally, LECM has not been the subject of a bankruptcy petition during the past ten years.