

IronBridge Capital Management, LP
Form ADV Part 2A
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March 23, 2017

This brochure provides information about the qualifications and business practices of IronBridge Capital Management, LP (“IronBridge”). If you have any questions about the contents of this brochure, please contact us at 630-684-8300 or clientservice@ironbridge.net. 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 IronBridge is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Item 4 Advisory Business

IronBridge updated this item to disclose the introduction of IronBridge's risk analysis tool.

Item 5 Fees and Compensation

IronBridge updated this item to reflect the fee arrangements associated with the IronBridge risk analysis tool.

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

IronBridge updated this item to include cybersecurity risk disclosure and updates to strategy descriptions.

Item 10 Other Financial Industry Activities and Affiliations

IronBridge updated this item to remove references to IronBridge International which no longer provides research to IronBridge Capital Management.

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Item 4 Advisory Business

Investment Management

IronBridge is an investment management firm offering discretionary portfolio management services to institutions, including regulated investment companies (“mutual funds”), pension and profit sharing plans, corporations, charitable/non-profit organizations, government entities and other pooled investment vehicles as well as high net worth individuals. IronBridge also provides sub-advisory services to private funds. We offer the following equity investment strategies to clients: Small Cap Core, SMID Cap Core, Large Cap Core and Global.

While we make all investment decisions on behalf of our clients, we do permit clients to impose restrictions on investing in certain securities or other mutually agreed upon limitations. All client accounts are subject to a written investment advisory agreement which describes our discretionary authority, any investment limitations, investment objectives, fees and other matters.

Proprietary Tools

IronBridge developed a proprietary risk analysis tool that seeks to help institutions understand the risks associated with expected return which could result in better informed active manager selection. The tool also allows multiple portfolios to be aggregated to assess the overall risk associated with the plan’s total allocation to equity. With improved insights as to the forward-looking risks inherent in a portfolio, this knowledge may be applied to assess that each manager’s skill is aligned with the risks that are being taken and reflects the intended risks within the overall allocation.

IronBridge was founded in 1999 and is located in Oakbrook Terrace, Illinois.

Chris Faber, President and Portfolio Manager, is IronBridge’s principal owner.

Assets under Management as of December 31, 2016

Discretionary: \$2,834,000,000

Non-Discretionary: \$0

Item 5 Fees and Compensation

General Fee Information

Investment Management

We charge clients a fee based on a percentage of the account's market value ("asset-based fee") or a combination of asset-based and performance-based fees. Client accounts are generally billed quarterly in arrears and pro-rated for partial periods. We are paid directly and clients receive an original invoice as part of our standard reporting package. Fees may be negotiable based on account size, service requirements and other factors. IronBridge may adjust its fee for any year by giving written notice to the client at least 30 days before the beginning of such year.

Clients separately incur custody, brokerage and transactions costs. (Please see Item 12 for additional information on our brokerage practices.) If an exchange-traded fund is held in a client account, the client will separately incur expenses and fees related to that fund.

Proprietary Tools

The IronBridge risk analysis tool is provided to clients on a subscription basis. Fees are negotiated separately from investment management fees on a client by client basis.

Fee Schedule – Investment Management

Asset-Based Fees

Asset-Based Fee Schedule	
Strategy	Fee
Small Cap Core Equity	1.00%
SMID Cap Core Equity	0.90%
Large Cap Core Equity	0.75%
Global Equity	0.65%

IronBridge also manages mutual funds under IronBridge Funds, Inc., ("IronBridge Funds") with asset-based management fees ranging from 0.65% to 1.00%. Please reference each Fund's Prospectus and Statement of Additional Information for further information regarding our management fees and other fund fees and expenses.

Performance-Based Fees

Performance-based fees are based on formulas that include the amount of assets under management and the extent to which the assets performed relative to a specific pre-determined benchmark and are charged based on a minimum time period of one year. Performance includes both realized and unrealized gains and losses. There are conflicts of interest present when charging performance-based fees as we have an incentive to make riskier, more speculative investments than would be the case in the absence of these fees or place more favorable

investments in such accounts. We maintain investment and trade allocation policies and procedures designed to address such conflicts of interest. Further, performance dispersion is reviewed regularly by portfolio managers, our performance team and compliance. Please see Item 6 for additional information regarding performance-based fee arrangements.

Account Valuation Practices

We use account market values to calculate investment performance and investment management fees where applicable; therefore, it is important for us to maintain policies and procedures regarding such practices. An overview of our practices is outlined below.

We use pricing information provided by Bloomberg L.P. (our “Primary Pricing Source”) for purposes of valuing client accounts and for investment performance calculation purposes. Unless otherwise directed by the client, we use pricing information provided by the Primary Pricing Source for fee billing purposes. On a daily basis we perform a price review by comparing prices from the Primary Pricing Source to Standard & Poor’s (“S&P”) Compustat XpressFeed. Any variances greater than 3% are researched and resolved by our Valuation Officer. When the Primary Pricing Source is unable to render a price, when IronBridge portfolio managers strongly believe the Primary Pricing Source is not pricing a security fairly or when a security has halted trading, our Fair Valuation Committee will determine a fair value for that security.

There are inherent conflicts of interest present when valuing client accounts as we have an incentive to value securities high to increase market values, thereby increasing performance and fees. Further, because clients pay different fees based on differing fee schedules and/or the size of the account, we have an incentive to favor those accounts where we earn the highest fees. We maintain investment, trade allocation and account valuation (including fair valuation) policies and procedures designed to address such conflicts of interest. In addition, investment performance return dispersion along with benchmark return information is reviewed regularly by portfolio management, our performance team and compliance. Our Fair Valuation Committee oversees security pricing matters, which impact the valuation of client accounts and ultimately our fees. Finally, our valuation practices are included within the scope of our annual SOC 1 audit, an in-depth review of our internal controls performed by an independent third party accounting firm.

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

As discussed in Item 5 above, we may charge our investment management clients either solely asset-based fees, or a combination of asset-based and performance-based fees. Because we utilize both fee structures, our portfolio managers may be responsible for accounts and/or strategies which charge both asset-based and performance-based fees. Such arrangements create an incentive for us to favor the performance-based fee accounts over asset-based fee accounts to earn the highest possible compensation. Performance-based fees may also create an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of such fee arrangements. We maintain investment, trade allocation and account valuation (including fair valuation) policies and procedures designed to address such conflicts of interest. In addition, performance dispersion is reviewed regularly by portfolio management, our performance team and compliance. Our Fair Valuation Committee oversees security pricing matters.

Item 7 Types of Clients

IronBridge provides investment advisory services to institutional clients including mutual funds, pension and profit sharing plans, corporations, charitable/non-profit organizations, government entities and other pooled investment vehicles, as well as high net worth individuals. IronBridge also provides sub-advisory services to private funds.

Our employees may invest in the IronBridge Funds, which could create an incentive for us to favor the mutual fund clients over other clients. In addition, we manage accounts on behalf of certain employees which serve as seed accounts for potential investment strategies (“Incubator Accounts”). Some Incubator Accounts are considered proprietary accounts due to an employee’s ownership stake in IronBridge Capital. Incubator Accounts may invest in the same securities as other client accounts which may create an incentive for IronBridge to put the interests of the firm ahead of clients. We maintain investment, trade allocation and account valuation policies and procedures designed to address such conflicts of interest. Further, our Code of Ethics and Personal Trading Policy (“Code”) requires employees to put clients’ interests ahead of their own, or the firm’s, as well as report investments in the mutual funds and incubator accounts we manage.

Investment management clients, other than employees, are required to enter into an investment management agreement with us prior to us providing any services. We generally prefer to manage accounts with a minimum of \$10 million in assets; however, the minimum for our Global Equity strategy is \$25 million. Account minimums may be subject to negotiation.

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

IronBridge manages four main equity strategies as discussed below. In each strategy, our core philosophy seeks to deliver excess returns using a proprietary economic return calculation framework, which strips out material distortions in accounting data and provides insights into wealth creation and valuation. We use this methodology to identify attractively priced companies, and, as a result, invest primarily in growth and value-style equity securities. We invest in companies whose managements utilize capital in a way that is consistent with shareholder value creation. We strive to control risk by diversifying accounts across industries and life cycles.

Below is a description of our investment strategies, including material risks of investing. Investing in securities involves risk of loss that clients should be prepared to bear. Client accounts are subject to general market risk. The value of the securities held in client accounts will tend to increase or decrease in response to movements in the market. Individual stocks may decline in value or not increase in value, even when stock markets in general are rising.

Small Cap Core

IronBridge's Small Cap Core strategy seeks long-term capital appreciation by investing in small market capitalization stocks. The strategy seeks to achieve its investment objective by investing, under normal market conditions, at least 80% of its assets in equity securities of companies with small market capitalizations. For this purpose, IronBridge defines a small capitalization company as any company with a market capitalization less than or equal to the largest market capitalization (determined at the time of investment) of any company in the Russell 2000® Index, which is the benchmark for the Small Cap Core strategy. Securities of companies with small market capitalizations are often more volatile, less liquid and more susceptible to market pressures than securities of larger issuers.

SMID Cap Core

IronBridge's SMID Cap Core strategy seeks long-term capital appreciation by investing in small-to-medium market capitalizations stocks. The strategy seeks to achieve its investment objective by investing, under normal market conditions, at least 80% of its assets in equity securities of companies with small-to-medium market capitalizations. For this purpose, IronBridge defines a small-to-medium capitalization company as a company that has a market capitalization of between \$100 million and \$10 billion at the time of purchase. The benchmark for the SMID Cap Core strategy is the Russell 2500 Index. Securities of companies with small-to-medium market capitalizations are often more volatile, less liquid and more susceptible to market pressures than securities of larger issuers.

Large Cap Core

IronBridge's Large Cap Core strategy seeks long-term capital appreciation by investing in large market capitalization stocks. The Large Cap Core strategy typically invests in companies with market capitalizations generally in excess of \$5 billion. The benchmark for the Large Cap Core strategy is the Russell 1000 Index. Large company stocks tend to be less volatile than small company stocks. However, larger companies' growth rates may not be as high as successful smaller companies and they may not be able to respond as quickly to competitive challenges as smaller companies.

Global

The Global strategy seeks long-term capital appreciation by investing in securities primarily with market capitalizations greater than \$2 billion. The Global strategy typically is diversified within +/-5% of the MSCI World Index Net's regional weights. Additionally, up to 10% of the assets in this strategy may be from emerging market countries. The benchmark for the Global strategy is the MSCI World Index Net. Securities of companies with medium market capitalizations are often more volatile, less liquid and more susceptible to market pressures than securities of larger issuers. Foreign securities may be less liquid and subject to currency-rate fluctuations, while the issuers of such securities may be operating in areas with political and economic instability and be subject to less regulation. The risks of foreign investments are typically greater in emerging markets. Changes affecting a particular global region or sector of the world economy where the Global strategy has invested may impact the strategy's overall value.

Other Risks

Client accounts are also subject to investment style risk. A client account invested in one of our investment strategies, as described above, involves the risk that the investment strategy may underperform other investment strategies or the overall market. For example, growth companies are generally more susceptible to market events and sharp declines in value than established companies. Value stocks may not increase in price, may not issue the anticipated stock dividends, or may decline in price based on the market's belief of the issuer's intrinsic worth.

Cybersecurity Risk

IronBridge relies on information technology and electronic communications to conduct business, which subjects IronBridge and its clients to the risk of cyber incidents. While IronBridge has controls it believes are reasonably designed to protect against cyber incidents resulting in unauthorized access to confidential information or business disruptions, not all cyber incidents are preventable. Should a cyber incident occur, it would likely have a negative impact on IronBridge and its clients.

Other Information

IronBridge does not offer any products or services that guarantee rates of return on investments for any time period to any client. All clients assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

Certain securities overlap across strategies which may create an opportunity for us to favor one strategy over another when allocating investment opportunities across client accounts. We maintain investment and trade allocation policies and procedures designed to address such conflicts of interest.

Sources of Information

The primary resource for the selection of securities is a proprietary performance measurement/valuation methodology framework embodied in our Alchemy/Catalyst/Nexus research platform. Our research platform's main data source is S&P's Compustat, Thomson Reuters and InsiderScore, which provide us with market information and research. Our research platform provides leverage through improved communication, learning, feedback and a shared path of analysis. IronBridge also receives research and market input from Thomson Reuters IBES.

Item 9 Disciplinary Information

IronBridge has no disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

IronBridge provides investment management services to the IronBridge Funds, a mutual fund family sponsored by IronBridge and consisting of the following funds:

- IronBridge Small Cap Fund
- IronBridge SMID Cap Fund
- IronBridge Large Cap Fund

Certain IronBridge staff members are registered with FINRA as registered representatives of Quasar Distributors, LLC, IronBridge Funds' unaffiliated distributor. Some officers of the IronBridge Funds also have roles with IronBridge, which could create conflicts of interest due to competing priorities. We maintain investment and trade allocation policies and procedures and a Code of Ethics, which outlines standards of conduct, to address such conflicts of interest. The IronBridge Funds also maintain policies and procedures designed to address such conflicts of interest.

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

Standards of Conduct

IronBridge maintains a Code which applies to all employees, officers and partners (collectively “Associates”) of IronBridge. As a fiduciary, we have a duty to act solely in the best interests of each of our clients. This fiduciary duty compels all Associates to act with the utmost integrity in all dealings. In connection with these expectations, we have established core principles of conduct for our employees. These standards are consistent with IronBridge’s culture of trust, honesty, integrity, independence, pride, humility, loyalty, humor, respect, positive mental attitude and competitive spirit. Further, IronBridge expects its Associates to avoid potential conflicts of interest or even the appearance of such conflicts.

Our Code outlines the standards of conduct expected of our Associates and includes limitations on personal trading, giving and accepting gifts, serving as a director or trustee for an external organization, and engaging in outside business activities. In addition, Associates are prohibited from using inside information to trade in personal accounts or on behalf of our clients including trading on nonpublic information related to any mutual fund we manage. We also maintain physical and electronic safeguards to protect nonpublic client information while in IronBridge’s possession and upon destruction.

Associates are required to report promptly any violation of the Code (including the discovery of any violation or suspected violation committed by another Associate) to our CCO.

A copy of our Code is available upon request.

Personal Trading

IronBridge requires all access persons to pre-clear personal securities transactions, except for certain exempt transactions (such as transactions in the IronBridge Funds) with our CCO. In addition, the Code requires all access persons to report certain security holdings, including investments in the IronBridge Funds, initially upon employment and on an annual basis thereafter. Finally, all access persons are required to report personal transactions to the CCO on a quarterly basis.

Access persons are not permitted to engage in any transaction in a security while an order for the same security for a client is pending, while the security is being considered for purchase or sale in a client’s account or within 10 calendar days before or after it has been purchased or sold for a client’s account. In addition, access persons are prohibited from profiting from short-term trades executed within 60 days.

IronBridge manages Incubator Accounts on behalf of certain access persons. Some Incubator Accounts are proprietary accounts which fall under the definition of beneficial ownership due to an access person’s ownership stake in the firm. As provided for in IronBridge’s investment and trade allocation policies, these accounts may invest in the same securities as other client accounts; however, trades in Incubator Accounts typically follow client account trades. Trading

in the same securities as clients may create an incentive for access persons to put their interests ahead of clients; however, the Code requires access persons to put clients' interests ahead of their own and to report personal transactions and holdings to the CCO. Incubator Accounts are exempt from the pre-clearance requirements and personal trading restrictions described above provided the transactions are done in accordance with IronBridge's investment and trade allocation policies and procedures.

Access persons are permitted to invest in mutual funds we advise. This may create an incentive for us to put the interests of the mutual funds ahead of other clients. However, our Code requires access persons to put clients' interests ahead of their own and to report personal transactions and holdings in mutual funds we manage to the CCO in accordance with the reporting requirements described above. Further, we maintain investment and trade allocation policies and procedures designed to address these conflicts of interest.

Item 12 Brokerage Practices

Our Brokerage Committee provides oversight of our investment, trading, brokerage and soft dollar practices. In addition, we maintain investment, trading, brokerage and soft dollar policies and procedures. The following is an overview of our brokerage and trading practices, policies and procedures.

Selection of Brokers

IronBridge utilizes traditional brokers, electronic communication networks and dark pools to execute trades on our clients' behalf. IronBridge has established a Brokerage Committee to monitor and evaluate the quality of execution received from broker-dealers executing transactions on behalf of our investment management clients and to oversee our trading practices and procedures. We select broker-dealers for execution of trades based on our perception that the broker-dealer selected is the best qualified to handle a trade for a specific security under the particular circumstances at that time. We consider the reputation and integrity of the broker-dealer, quality of execution services, value of research provided, the broker's knowledge of markets, the commission structure, the ability to locate liquidity, the broker's recordkeeping and settlement functions and the broker's responsiveness to us. We do not have any affiliated broker-dealers.

IronBridge does not necessarily effect trades for our clients at the lowest possible commission rate. A higher commission may be justified on the basis of the research or evaluation information provided by the brokerage firm, which may meaningfully enhance the investment results of the client's account beyond the additional cost of the commission (see *Research and Soft Dollars* section below). The Brokerage Committee also periodically reviews the commissions paid to those broker-dealers used to execute trades for reasonableness.

Research and Soft Dollars

We utilize certain broker-dealers who provide us with research and brokerage services ("soft dollar" arrangements) in exchange for brokerage commissions. It is our policy to operate within the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 when using client

commissions to pay for research and brokerage services that assist in our management of client accounts. Soft dollar arrangements provide a benefit to IronBridge because we do not have to produce or pay for research or brokerage services received from brokers with whom we transact. Except for the research and brokerage services described below, we have no other soft dollar arrangements in place at this time. Therefore, we do not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

Research services received from broker-dealers include some or all of the following: oral or written reports on the economy, forecasts of future economic activity, performance of specific companies or securities, access to broker-dealer sponsored conferences and company management meetings, and other financial and investment information. Research received will not be used solely for the accounts that generated the brokerage commission, but will generally be used in managing all of our client accounts. Brokerage services may include some or all of the following: communication services related to execution, clearing and settlement of transactions and other functions incidental to effecting securities transactions, post trade matching, electronic communication of allocations routing and settlement instructions, trading software sponsored by a broker dealer to route orders to market centers, direct market access (DMA) systems and algorithmic trading strategies. Trades generated by the brokers involved in these soft dollar arrangements are trades conducted on an agency basis (resulting in a commission payment to the broker-dealer).

Soft dollar arrangements have the potential to create a conflict of interest between us and a client, as we may agree to pay a higher commission on a transaction than what may be charged by another broker who has not provided us with research. However, we will only engage in such a transaction when we determine the commission paid is reasonable in relation to the value of the research services provided by the broker-dealer. The Brokerage Committee provides oversight over our trading practices, including soft dollar arrangements and broker commissions, to provide reasonable assurance these conflicts are mitigated.

Directed Brokerage

On occasion, clients may direct us to use a specific broker-dealer(s) (“Directed Broker”) to effect transactions in their accounts. In such cases, we generally do not attempt to negotiate commissions on our client’s behalf. Clients may sacrifice execution quality and/or pay higher commissions and fees than if the brokerage were not directed to a Directed Broker. Trades in accounts where the client directs brokerage may be placed after trades for clients that do not direct brokerage. For these reasons, we cannot assure best execution on trades for client accounts that are directed to a Directed Broker.

Allocation of Investment Opportunities

IronBridge generally manages client accounts through the use of model portfolios. As the weights are adjusted to the model or when contributions or withdrawals occur in a client’s account, IronBridge brings the related accounts in-line with the model. In general, investment opportunities are made available to all clients that are eligible to participate and where such investment opportunities are deemed to be appropriate for the specific client. To the extent an investment opportunity is considered for multiple investment strategies, we will examine each strategy’s particular needs, in conjunction with the firm’s overall investment process, to

determine which strategies will receive an allocation. We have established investment and trade aggregation and allocation policies to provide reasonable assurance that each client is treated fairly over the long-term and potential or actual conflicts of interest are adequately mitigated. Our Brokerage Committee provides oversight of the investment, trading and brokerage practices and policies. Investment performance return dispersion is reviewed regularly by portfolio management, our performance team, and compliance. Holdings dispersion is monitored by portfolio management and trading.

Trade Aggregation and Allocation

It is IronBridge's policy to trade in such a manner that its clients are not competing against one another in the marketplace. When practical, IronBridge-directed client trades will be bunched in a single order (a "block") in an effort to obtain best execution at the best security price available. Trades in Incubator Accounts will not be blocked with client trades; rather trades in Incubator Accounts will typically follow client account trades. Occasionally, if IronBridge determines the clients are not negatively impacted by the action, a portfolio manager will submit an order which may be blocked with an active order on the trade blotter. If a block order is executed (fully or partially) at several prices through multiple trades throughout the day, IronBridge will calculate an average price for all trades, and all participants in the block trade will receive the average price. Generally, only trades executed within the block on the single day may be combined for purposes of calculating the average price.

IronBridge creates each trade using an order management system and applies the trade to all client accounts in the model, as appropriate. Once the trade is executed, the shares are allocated according to a pre-allocation schedule created by the order management system. In cases where the order is only partially completed, the security is either allocated on a pro-rata basis or using a leveling strategy. Leveling adds together the account's current shares and the shares being allocated in order to calculate a level percent of total market value for the accounts in the allocation. If an account's current position exceeds the level, its current shares are dropped from the calculation and a new level target is calculated for the remaining accounts.

Under certain circumstances IronBridge's policies permit us to deviate from the practices described above. Examples of such circumstances may include: pro-rata allocation results in a de minimis number of shares; account is charged per trade transaction fees by its custodian, creating undue costs by executing trades over several days; extreme market volatility; cash limitations or excess cash; client specific investment restrictions; tax status; client direction to raise cash in the account; or common sense and equitable adjustments.

We have established trade aggregation and allocation policies to provide reasonable assurance that each client is treated fairly over the long-term and potential or actual conflicts of interest are adequately mitigated. Our Brokerage Committee provides oversight of the investment, trading and brokerage practices and policies. Investment performance return dispersion is reviewed regularly by portfolio managers and our performance team and holdings dispersion is monitored by portfolio managers and traders.

Cross Transactions

On occasion we may effect trades between two client accounts (“cross trade”) when it is in the best interest of each client participating in the transaction, we can achieve best execution and no client is disadvantaged by the trade. However, we will not engage in cross trades with our ERISA clients or Incubator Accounts. All cross trades will be done in accordance with our Cross Transactions Policy. To the extent a cross transaction involves the IronBridge Funds, the transaction will comply with the IronBridge Funds’ Rule 17a-7 procedures.

Trade Errors

It is IronBridge’s policy for clients to be made whole following a trade error. If a trade error results in a loss, IronBridge will make the client whole and absorb the loss. If a trade error results in a gain, the client shall generally keep the gain. Trade errors are reviewed by the Brokerage Committee. In addition, we maintain trade error policies and procedures.

Item 13 Review of Accounts

IronBridge assigns a portfolio manager to each investment management account depending on the investment strategy in that account. Each account’s portfolio manager reviews assets and performance dispersion at least monthly. In addition, we use our order management system to aid in monitoring investment guidelines and restrictions for client accounts. Each quarter, we send clients a written report that includes the value of account as of the end of the quarter as well as management fees paid. Additional reports may be provided to clients upon request.

Item 14 Client Referrals and Other Compensation

IronBridge is a party to written solicitation agreements with third party solicitors whereby solicitors may introduce prospective clients to IronBridge. Under these arrangements, IronBridge agrees to pay cash referral fees to outside unaffiliated entities who directly or indirectly solicit any client for, or refer any client to, IronBridge. A solicitor may be subject to conflicts of interest arising from these arrangements, because the payments may induce the solicitor to recommend an investment manager to a client which the solicitor might not otherwise recommend if there was no payment. IronBridge enters into solicitation agreements, and pays fees under these agreements, in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940 as well as IronBridge’s Solicitors Policy.

The relationship between IronBridge and a third party solicitor will be disclosed to the client in writing at the time of the solicitation. The disclosure will include the names of IronBridge and the outside unaffiliated solicitor, the nature of the relationship between IronBridge and the solicitor, including any affiliation, and the additional amount, if any, the client is to be charged as a result of the solicitation agreement. IronBridge must receive a signed and dated statement from the client acknowledging receipt of these disclosures before or at the time of entering into any advisory agreement with the client.

Item 15 Custody

We do not maintain custody of client assets and we have policies and procedures designed to provide reasonable assurance that we do not inadvertently obtain custody over client assets. In addition, we have procedures in place to ensure our clients' qualified custodians are sending quarterly statements to our clients and we encourage our clients to carefully review those statements and compare information in our reports to reports provided by the custodian. We have no affiliated qualified custodians.

Item 16 Investment Discretion

We provide investment management services on a discretionary basis. All investment management clients are subject to a written investment advisory agreement which describes our discretionary authority, any investment limitations, investment objectives, fees and other matters.

Item 17 Voting Client Securities

When an investment management client grants us proxy-voting authority, we strive to vote such proxies in the client's best economic interest. We have adopted and maintain a written Proxy Voting Policy that describes our approach to voting proxy proposals. In summary, we have engaged Institutional Shareholder Services, Inc. ("ISS"), a third party proxy voting agent, to provide proxy voting research and execution services on behalf of our clients. In general, we place complete reliance on ISS to research proxy proposals and vote client proxies consistent with their ISS U.S. Corporate Governance Policy Guidelines, Taft-Hartley U.S. Voting Guidelines and the International Corporate Governance Policy (as appropriate), without our prior review or input. However, if we determine that the ISS vote recommendation is not in the best interests of our clients, we will direct ISS to vote the proxy contrary to ISS' recommendation. Additionally, in cases where ISS does not provide a vote recommendation, we will review the proxy proposal and direct ISS to vote the proxy in the best interests of our clients.

We consider any material conflicts of interest that could arise as a result of voting client proxies are adequately mitigated by relying upon ISS to vote proxies on behalf of our clients. In addition, ISS monitors its conflicts of interest in voting proxies and has provided us a written summary of its due diligence compliance process. However, conflicts of interest may arise in cases where we provide a vote recommendation. In such cases, the CCO, in consultation with the portfolio manager of that particular strategy, will determine whether IronBridge may vote the proxy, whether to seek legal advice, or whether to refer the proxy to the client(s) (or another fiduciary of the client(s)) for voting purposes. A copy of our proxy voting policy and procedures, as well as a record of how we voted a client's proxies, will be furnished free to our clients upon request.

Item 18 Financial Information

IronBridge has no financial conditions which would impair our ability to meet our contractual commitments to our clients.

Other Information

Class Actions and Other Legal Proceedings

We do not participate in legal proceedings, including class actions, on behalf of our clients.

Privacy Notice

Our Promise to You

You share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information.

Information Provided

In the normal course of doing business, we typically obtain the following non-public personal information:

- Personal information regarding your identity such as name, address and social security number;
- Information regarding securities transactions effected by us; and
- Financial information such as net-worth, assets, income, financial account information, bank account information and account balances.

How We Manage and Protect Your Personal Information

We do not sell information about you to third parties, nor is it our practice to disclose such information to third parties unless requested or permitted to do so by you or your representative or, if necessary, in order to process a transaction, service an account or as permitted by law. We may, however, share information about you with our affiliates. Additionally, we may share information with outside companies that perform administrative services for us. However, our arrangements with these service providers require them to treat your information as confidential.

In order to protect your personal information, we maintain physical, electronic and procedural safeguards to protect your personal information. Our Privacy Policy restricts the use of your information and requires that it be held in strict confidence.

Client Notifications

If we change our Privacy Policy with regard to disclosing your confidential information, we are required by law to notify you and provide a revised notice. Please do not hesitate to contact us with questions about this notice.