

Item 1 – Cover Page

Suffolk Capital Management, LLC

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3/28/2018

Part 2A Brochure

This Brochure provides information about the qualifications and business practices of Suffolk Capital Management, LLC (“Suffolk”). If you have any questions about the contents of this Brochure, please contact us at (212) 247-2160 or cassandra.lally@suffolkcapiat.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.

Suffolk is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Suffolk also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since this Brochure was last amended on March 23, 2017.

We will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Cassandra Lally, Chief Compliance Officer at 212-247-2160 or cassandra.lally@suffolkcapital.com.

Additional information about Suffolk is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Suffolk who are registered, or are required to be registered, as investment adviser representatives of Suffolk.

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Item 4 – Advisory Business

Suffolk Capital Management, LLC (“Suffolk” or the “Adviser” or “we”) was founded in 1991. The firm’s principal owners are Donald Gilbert, Christopher Liong, and Andy Wong.

Suffolk provides investment advisory, management, and supervisory services to individually managed accounts (the “Managed Accounts”) and to certain investment entities on a discretionary basis. Suffolk acts as a sub-adviser for several institutional client accounts. Suffolk invests in equities only and our investment strategies are limited to those types of investments. Suffolk tailors advisory services to the individual needs of clients. Clients may impose restrictions on investing in certain securities or types of securities. Client restrictions and guidelines are monitored in a variety of ways, including being hard-coded into a compliance module.

Suffolk does not offer a wrap fee program.

As of December 31, 2017, Suffolk has \$1,759,674,425 in assets under management. All assets managed are on a discretionary basis.

Item 5 – Fees and Compensation

Suffolk's fees are assessed on the basis of assets under management and paid in arrears at rates specified in each client's contract. The following fee schedule sets forth customary annual rates a new client would expect to be charged by Suffolk:

Large Cap Core and Value Portfolios:	First \$50 million 0.60% Next \$50 million 0.40% 0.30% on balance
Large Cap Growth and Dynamic Portfolios:	First \$50 million 0.80% Next \$50 million 0.60% Next \$50 million 0.50% Over \$150 million negotiable
Small Cap Equity Portfolios:	First \$50 million 1.0% 0.85% on balance

Suffolk reserves the right to, and in fact does, negotiate management fees.

Fees are billed quarterly. Clients may choose to have fees deducted from directly from their respective accounts..

Exceptions to the fee schedule include a client that receives a discount from the above rates in return for having funded the firm at inception and another client pays a flat 55 basis points.

In addition, over the past year, fees for portfolios for which Suffolk provides sub-advisory services ranged from 0.50% to 0.19%.

Suffolk's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of, and in addition to, Suffolk's fee, and Suffolk shall not receive any portion of these commissions, fees, and costs. Clients whose assets are invested in money market funds where a management fee is assessed as an expense are in effect paying two advisory fees. For example, clients with a portion of their assets invested in a money market fund will pay an investment management fee to Suffolk based on total amount of assets under management (including the money market fund investments) and in addition pay an investment management fee to the money market fund manager.

Item 12 further describes the factors that Suffolk considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Clients do not have to pay fees in advance of being billed. The client or Suffolk may terminate the investment adviser agreement after notice to the other party of its intention to do so. Upon termination, all accounts under Suffolk's supervision shall be returned to the client less any amount due and owing for fees. Such amounts for fees shall be prorated on a quarterly basis.

Suffolk does not accept or receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Investment advisory services are also available on a performance based fee basis, which will be charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940 (the "Advisers Act"). Suffolk does not currently charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Suffolk provides portfolio management services to corporate pension and profit-sharing plans, Taft-Hartley plans, registered mutual funds, trust programs, and other corporations or other businesses.

The minimum account size for equity management adviser services is \$5 million for large cap equity portfolios and \$5 million for small cap equity portfolios.

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

Under the investment advisory agreements, Suffolk provides investment advice and invests clients' assets. Suffolk follows the investment policies of each account and, for certain investment company accounts, is subject to the supervision of the respective board of directors of each fund it manages.

Suffolk's investment approach is based on the premise that most stocks are priced efficiently, reflecting the market's expectations of growth and perceptions of risk. Suffolk's principals analyze the companies' revised earnings forecasts. Since investors often over-react to these revisions, Suffolk looks for those stocks having better long-term growth prospects than are reflected in current market prices. Suffolk uses a proprietary blend of research and stock selection techniques. First, a stock's expected returns are determined by a quantitative model incorporating growth, valuation and risk factors. Then, Suffolk analyzes the earnings estimates for those companies appearing to have the most potential for stock price appreciation to determine if those estimates are likely to be revised upward or downward. Finally, Suffolk performs a fundamental analysis of growth potential.

Investing in securities involves risk of loss that clients should be prepared to bear. While Suffolk believes their investment strategies are designed to optimize returns given various levels of risk, there is no assurance that the investment objective or goal will be achieved. Some investment decisions made by Suffolk may result in loss, which may include the original principal amount invested. You must be able to bear the various risks involved in investing, which may include market risk, liquidity risk, interest rate risk, and financial risk, among others. The strategy involves frequent trading of securities, which can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Suffolk or the integrity of Suffolk's management. Suffolk has no disciplinary history and consequently is not subject to any disciplinary disclosures.

Item 10 – Other Financial Industry Activities and Affiliations

Suffolk may purchase the same individual security for multiple managed accounts, including the sub-advised accounts. Suffolk generally aggregates multiple orders for the purchase or sale of the same security in order to take advantage of any resulting economies of scale. These aggregated orders are allocated in accordance with Suffolk's established allocation policy discussed in Item 12 of this disclosure document.

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

Suffolk has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the giving and receiving of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Suffolk must acknowledge compliance with the provisions of the Code of Ethics annually, or as amended. A copy of Suffolk's Code of Ethics is available to clients or prospective clients upon request by contacting cassandra.lally@suffolkcapital.com

Suffolk anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Suffolk has management authority to effect, and will recommend to investment advisory clients, the purchase or sale of securities in which Suffolk, its affiliates and/or clients, directly or indirectly, have a position of interest. Suffolk's employees and persons associated with Suffolk are required to follow Suffolk's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Suffolk and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Suffolk's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Suffolk will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Suffolk's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent material conflicts of interest between Suffolk and its clients.

It is Suffolk's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Suffolk will not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

Item 12 – Brokerage Practices

Suffolk has complete discretion over the investment decisions of its managed accounts, including determining which securities are bought and sold, the total amount of securities to be bought or sold, the broker or dealer through which the securities are to be bought or sold and negotiating commission rates, at which transactions are effected. Suffolk normally aggregates or "bunches" security transactions for clients to achieve economies of scale, mitigate market impact and achieve lower overall commission costs. Suffolk will use the daily average price paid when allocating securities to accounts participating in the bunched trades unless otherwise disclosed to such clients.

In general, when selecting broker-dealers to execute securities transactions on behalf of clients' accounts, Suffolk will select only those that have been approved pursuant to internal broker approval procedures and will consider a number of factors in seeking best execution. Those factors include, but are not limited to: Suffolk's knowledge of currently available negotiated commission rates or prices of securities currently available; the nature and character of the markets for the security; the size of the order; the desired timing of the transaction; the activity existing and expected in the market for the particular security; the broker's ability to understand trading characteristics of the security; confidentiality; the quality of the execution, clearance, and settlement services; the broker's expertise in effecting difficult trades in less liquid, smaller capitalized, and more closely held issues; appropriate soft dollar services; and the value of research and brokerage services provided by the brokers or dealers. In recognition of the value of the foregoing factors, Suffolk may pay higher commissions than would be obtainable for execution by other brokers if Suffolk determines in good faith that the amount of commission was reasonable in relation to the value of the brokerage and/or research services provided, viewed in terms of either that particular transaction or Suffolk's overall responsibilities with respect to all of its accounts.

Generally, research services provided by brokers may include statistical, research and other factual information or services, including, investment research reports; access to analysts; trading analytics; reports or databases containing corporate data, fundamental analyses; information on the economy, industries and groups of securities; political developments; and legal developments affecting portfolio securities.

Research furnished by broker-dealers is supplemental to Suffolk's own research efforts. In certain cases, Suffolk specifically allocates brokerage for research services, which would otherwise be purchased for cash. To the extent such research services are provided by others, Suffolk is relieved of expenses it may otherwise incur. In some cases, research services are generated by third parties but provided to Suffolk by or through broker-dealers. Research obtained in this manner may be used in servicing any or all clients of Suffolk and may be used in connection with clients other than those clients whose brokerage commissions are used to acquire the research services. With regard to selection of the broker-dealers to acquire research services, Suffolk considers its best execution obligation in deciding which broker to utilize. Suffolk uses a third party to assist in the evaluation of transaction cost analysis.

If Suffolk determines that any service or product has a mixed use (i.e. it also serves functions that do not assist with the investment decision process or trading process), Suffolk will allocate the costs of such service accordingly. Suffolk will allocate brokerage commissions to research providers for the portion of the product or service that Suffolk reasonably determines assists in the investment decision-making or trading process and pay for the remaining value of the product or service directly, from its own funds.

Directed Brokerage

To the extent that Suffolk can obtain best execution, Suffolk, on a limited basis, allocates brokerage commissions with respect to accounts of particular clients based on a client's written instruction to use a particular broker or brokers. Such direction may result in the client paying higher commissions, depending upon the client's arrangements with the broker, market conditions, etc. In addition, the client may forfeit the possible advantage which non-directed clients derive from the aggregation of multiple client orders as a single "bunched" transaction where Suffolk, in certain instances, would be in a better position to negotiate commissions. Suffolk does not make commitments to allocate fixed amounts of commissions to brokers and may be unable to fulfill a client's request due to one or more of the reasons stated above.

Trade Aggregation/Allocation

Suffolk may purchase the same individual security for multiple managed accounts. Suffolk generally aggregates multiple orders for the purchase or sale of the same security in order to take advantage of any resulting economies of scale ("bunched orders"), mitigate market impact and achieve lower overall commission costs. Suffolk will use the average price paid when allocating securities to accounts participating in the bunched trades unless otherwise disclosed to the clients.

Suffolk utilizes an established formula for allocating securities. The formula is based upon dividing the total shares allocated to Suffolk by the total number of qualified clients, based on their assets under management. For example, if the total allocation to Suffolk is 1,000,000 shares and Suffolk has ten (10) clients that qualify for a percentage of the allocation and each client has a total of \$1,000,000 under management with Suffolk, each client will receive an allocation of 100,000 shares. If account values differ the allocation will be proportional.

Trade Error Correction

When trade errors occur, Suffolk seeks to handle them in the best interests of its clients. An “error” is generally a transaction that results in client funds being committed to an unintentional transaction. Errors can result from a variety of situations involving portfolio management (e.g. inadvertent violation of investment restrictions) and trading (e.g. miscommunication of information, such as wrong number of shares, wrong price, wrong account, buying rather than selling a security and vice versa, etc.). It is Suffolk's policy that trade errors are corrected as soon as reasonably practicable. Generally, any error which results in a loss will be reimbursed to the account by Suffolk. Should a gain occur it would remain as a benefit to the client account.

Item 13 – Review of Accounts

On a daily basis, Suffolk’s Director of Research reviews an updated appraisal list which contains the aggregate security holdings for all client accounts. The appraisal list is reviewed to ensure the holdings within the accounts are in accordance with the established investment guidelines. The stocks selected are typically included on the S&P 500® or the Russell 1000® list. In addition, each morning the Head Trader reviews the cash availability within each account to ensure cash is maintained within established guidelines. In the event that a trade occurred that is not in compliance with the stated investment objectives, it shall be treated as an error and corrected in accordance with Suffolk’s trading error policy as noted in Item 12.

Suffolk utilizes an automated compliance module within their trade order management system to monitor client investment guidelines and restrictions on a daily basis. Monitoring is done pre and post trade. When a new client is established, the client’s investment guidelines and account restrictions are coded into the compliance module. In the event that Suffolk’s Head Trader attempts to trade in a restricted security, an error message would appear and the trade would be rejected for that account.

On a quarterly basis, the Chief Compliance Officer (“CCO”) or her designee will review the trade blotter to ensure that the trade executions appear reasonable. The CCO or her designee perform investment guideline compliance reviews no less frequently than annually. The CCO will review evidence of the reviews conducted by the Director of Research and the correction of any errors, should they have occurred. In addition, the CCO will perform an independent verification that the positions held are in accordance with the established investment guidelines and that accounts with restrictions are complied with.

Generally, clients receive performance results and an appraisal monthly. Quarterly clients receive performance results, performance detail, portfolio weightings and characteristics, portfolio manager commentary and an asset listing.

Item 14 – Client Referrals and Other Compensation

Suffolk does not have anyone who is not a client provide an economic benefit to us for providing investment advice or other advisory services to our clients. Suffolk does not receive, nor does it pay, any fees for client referrals.

Item 15 – Custody

Suffolk does not have custody of client assets. All client assets are maintained by unaffiliated, qualified custodians. You should receive, at a minimum, quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains your investment assets. Suffolk recommends that you carefully review such statements.

Item 16 – Investment Discretion

Suffolk receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, Suffolk observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Suffolk's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Suffolk in writing.

Item 17 – Voting Client Securities

Suffolk has adopted written Proxy Voting Policies and Procedures (the "Proxy Policy") that govern how it votes proxies relating to securities owned by its advisory clients for which Suffolk exercises voting authority and discretion. The policies do not apply to any client that has explicitly retained authority and discretion to vote its own proxies.

Suffolk generally votes proxies to enhance the value of the shares of stock held in client accounts. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase

the rights of shareholders; proxy votes generally will be cast against proposals having the opposite effect. As a general rule, Suffolk will vote all proxies relating to a particular proposal the same way for all client accounts holding the security in accordance with the proxy voting guidelines set forth in the Proxy Policy, unless a client specifically instructs Suffolk to vote such client's securities otherwise.

Suffolk has retained the services of a third party vendor to assist by providing research and coordinating the proxy voting for clients who give Suffolk the right to vote their proxies. Suffolk's senior management is responsible for overseeing the proxy voting process and engaging and overseeing any independent third party vendors.

Clients may obtain a copy of Suffolk's complete proxy voting policies and procedures upon request. Clients may also obtain information from Suffolk about how Suffolk voted any proxies on behalf of their account(s).

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain information or disclosures about Suffolk's financial condition. Suffolk has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Suffolk Capital Management, LLC.

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Part 2B of Form ADV - Brochure Supplement

This Brochure Supplement provides information about **Donald M. Gilbert, Christopher Liong** and **Andy Wong** that supplements the Suffolk Capital Management, LLC (“Suffolk”) Brochure. You should have received a copy of that Brochure. Please contact us at 212-247-2160 and/or Cassandra.Lally@suffolcapital.com if you did not receive Suffolk’s Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Donald M. Gilbert

Donald M. Gilbert founded Suffolk in 1991 and has held the position of President and Chief Investment Officer of Suffolk since that time. He was born in 1954. Mr. Gilbert has a Bachelor's degree from the University of Pennsylvania and a Master of Business Administration degree from Wharton Graduate School of Business & Commerce. Prior to 1991, Mr. Gilbert served as director of Equity Investments at Home Insurance Company, Director of Investment Research at Marinvest, and is a former Financial Consultant at Booz Allen Hamilton.

Christopher Liong

Christopher Liong joined Suffolk in 1996 as a tech and telecom analyst. In 1999, he was named Director of Research and he became a Portfolio Manager in 2001. He was born in 1973. Mr. Liong has a Bachelor of Science degree in Engineering from Cornell University.

Andy Wong

Andy Wong joined Suffolk Capital in 2000 covering the Information Technology and Telecommunications sectors. Mr. Wong became Director of Research in 2010, where he serves as a mentor to new analysts and oversees the firm's Q-Squared model. In 2012, he became a Portfolio Manager. He was born in 1973. Mr. Wong has a Bachelor of Science degree in Engineering from Cornell University.

Item 3- Disciplinary Information

None of the above Suffolk supervised persons has ever been subject to any criminal or civil legal action, or administrative proceedings before the SEC or any other regulatory agency, or self-regulatory organization (SRO) disciplinary proceedings.

Item 4- Other Business Activities

None of the supervised persons above are actively engaged in any investment-related business or occupation other than their work at Suffolk.

Item 5- Additional Compensation

None of the supervised persons above receive any economic benefits for providing advisory services other than their work at Suffolk.

Item 6 - Supervision

Client accounts are reviewed daily by Suffolk's portfolio managers. Accounts are reviewed to confirm correct trade allocations, equity and cash holdings. On a monthly basis, Suffolk's administrative staff reconciles account information to each client's third-party custodian to ensure that errors do not go undetected. In addition, Suffolk's Compliance Department performs periodic reviews of the investment decisions for compliance with the securities laws and client mandates.

Mr. Gilbert is the President and Chief Investment Officer of Suffolk Capital. As such, Mr. Gilbert is responsible for supervision of all advisory activities. Messrs. Liong and Wong are Portfolio Managers and are supervised by Mr. Gilbert. Messrs. Gilbert's, Liong's and Wong's client accounts are subject to regular review and verification that the accounts are being managed in accordance with a client's investment guidelines.

All of Suffolk's supervised persons are subject to the Code of Ethics under the provisions of Rule 17j-1 of the Investment Company Act of 1940 and Rule 204A-1 of the Investment Adviser Act of 1940. In accordance with these rules, all supervised persons are required to submit, within 30 days after each quarter end, a report to the Chief Compliance Officer detailing his/her personal security transactions. These reports are reviewed for, among other things, any potential conflicts between the trading activities of the supervised person and Suffolk's client accounts.

Contract owners may contact Cassandra Lally, Chief Compliance Officer, at 212-247-2160 and/or Cassandra.Lally@suffolkcapital.com, regarding any questions or complaints they may have regarding the handling of their account.

Item 7 – Requirements for State-Registered Advisers

Suffolk is not registered as an investment adviser with any state and this item is therefore not applicable.