
Item 1 – Cover Page

Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
404-270-9838
www.decaturcapital.com
February 20, 2013

This Brochure provides information about the qualifications and business practices of Decatur Capital Management, Inc. (DCM). If you have any questions about the contents of this Brochure, please contact us at 404-270-9838 and/or info@decaturcapital.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.

Decatur Capital Management, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Decatur Capital Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

No material changes have occurred.

Currently, our Brochure may be requested by contacting Degas Wright, Chief Executive Officer at 404-270-9838 or degasw@decaturcapital.com. Our Brochure is also available on our web site www.decaturcapital.com, also free of charge.

Additional information about Decatur Capital Management, Inc. 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 DCM who are registered, or are required to be registered, as investment adviser representatives of DCM.

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Brochure Supplement(s)

Item 4 – Advisory Business

Decatur Capital Management (the “Company”) provides investment advisory services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. The Company will manage advisory accounts on a discretionary basis. In a typical client engagement, the Company defines the client's investment objectives and risk profile. It then develops an investment strategy for the client based upon the particular needs and circumstances of the clients.

The principal owners [% ownership] of the firm are Degas A. Wright, CFA [55%] and Ralph J. Bryant, CPA [45%]. The firm began operations in 2000 and provides investment advisory services to institutional and individual clients.

Decatur Capital's objective is to construct portfolios exhibiting growth characteristics resulting in performance that exceeds the client's designated benchmark in a three to five year period and meets our client's objectives. DCM's strategy is based on a quantitative earnings growth-oriented process that identifies firms that achieve higher returns than their industry peer firms.

Item 5 – Fees and Compensation

All fees are subject to negotiation.

The specific manner in which fees are charged by DCM is established in a client's written agreement with DCM. DCM will generally bill its fees on a quarterly basis. Clients may elect to be billed in arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize DCM to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals).

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable.

DCM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. 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 DCM's fee, and DCM shall not receive any portion of these commissions, fees, and costs.

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

<u>Large Capitalization Growth</u>	<u>Annual Fee</u>
First \$50,000,000	60 basis points
Next \$25,000,000	45 basis points
Amounts over \$75,000,000	30 basis points

<u>Midcap Growth</u>	<u>Annual Fee</u>
First \$25,000,000	80 basis points
Next \$25,000,000	75 basis points
Amounts over \$50,000,000	65 basis points

<u>Smidcap Growth</u>	<u>Annual Fee</u>
First \$25,000,000	85 basis points
Next \$25,000,000	80 basis points
Amounts over \$50,000,000	75 basis points

<u>Balanced Strategy</u>	<u>Annual Fee</u>
First \$10,000,000	100 basis points
Next \$15,000,000	65 basis points
Amounts over \$25,000,000	60 basis points

All Fees are Negotiable.

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

In some cases, DCM may enter into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. DCM will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, DCM shall include realized and unrealized capital gains and losses. Performance-based fee arrangements may create an incentive for DCM to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements could create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. DCM has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Midcap Growth Performance Fee Schedule

Base Fee on all assets - 0.10%.

Performance above the benchmark applied to average assets over rolling one year.

If excess returns are greater than Russell Mid-Cap Growth Index plus 250 bps (hurdle rate), the performance fee is 20.0% of the excess returns above 250 bps. Performance fees are capped at 500bps of excess return.

Maximum Performance Fee - 0.95%

Maximum Total Fee – 1.05%

	Scenario 1	Scenario 2	Scenario 3	Scenario 4
Alpha	50	200	400	500
Hurdle	25	25	25	25
Net Alpha	25	175	375	475
Base fee	10	10	10	10
Perf Fee	5	35	75	95
Total Fee	15	45	85	105

Item 7 – Types of Clients

DCM provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, and municipalities.

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

Decatur Capital's philosophy is focused on transforming research into investment strategies that adapt to the ever changing capital markets.

Decatur Capital's thesis is that changes in earnings forecasts influence stock prices. In the investment community, research analysts spend a great deal of time analyzing firms' earnings and they provide this information to the investment public in the form of earnings per share forecasts. The efficient market hypothesis states that public information such as analysts' earning estimates is immediately reflected in the stock price and that strategies based on this public information will not yield abnormal returns. We have found that the market adapts to new information such as earnings revisions or surprises with a lag. This adaptation is based on the behavioral forces in the market and our strategy is able to use the analysts' information to earn abnormal returns. We have developed the Decatur Alpha Rank that builds upon the earnings information and valuation theory to benefit from this observed adaptive behavior of the market.

In addition, we have found that firm valuation is an important aspect of our growth strategy and we have incorporated a fundamental overlay within our process. Therefore, the growth at a reasonable price best describes our process.

Investing in stocks is a risky business. There are some risks you have some control over and others that you can only guard against. Thoughtful investment selections that meet your goals and risk profile keep individual stock and bond risks at an acceptable level. However, other risks are inherent to investing that you have no control over. Most of these risks affect the market or the economy and require investors to adjust portfolios or ride out the storm.

Here are three major types of risks that investors face and some strategies, where appropriate, for dealing with the problems caused by these market and economic shifts.

Economic Risk

One of the most obvious risks of investing is that the economy can go bad. Following the market bust in 2000 and the terrorists' attacks in 2001, the economy settled into a sour spell. A combination of factors saw the market indexes lose significant percentages. It took years to return to levels close to pre-9/11 marks, only to have the bottom fall out again in 2008-09. However, in collapses like the 2008-09 disaster, there may be no truly safe place to turn.

Inflation Risk

Inflation is the tax on everyone. It destroys value and creates recessions.

Although we believe inflation is under our control, the cure of higher interest rates may at some point be as bad as the problem. With massive government borrowing to fund the stimulus packages, it is only a matter of time before inflation returns. Investors historically have retreated to "hard assets" such as real estate and precious metals, especially gold, in times of inflation.

Inflation hurts investors on fixed incomes the most, since it erodes the value of their income stream. Stocks are the best protection against inflation since companies have the ability to adjust prices to the rate of inflation. A global recession may mean stocks will struggle for a protracted amount of time before the economy is strong enough to bear higher prices.

Market Value Risk

Market value risk refers to what happens when the market turns against or ignores your investment. This happens when the market goes off chasing the "next hot thing" and leaves many good, but unexciting companies behind. It also happens when the market collapses - good stocks as well as bad stocks suffer as investors stampede out of the market. The lesson is don't get caught with all your investments in one sector of the economy. By spreading our strategy across several sectors, our clients have a better chance of participating in growth in different sectors of the economy.

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 DCM or the integrity of DCM's management. DCM has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Ralph J. Bryant is a CPA, and also the Treasurer and Secretary of the Company. Mr. Bryant provides tax preparation, accounting and consulting services to clients in a general financial consulting practice, Cornerstone Advisors. Accounting and consulting services are separate and distinct from the investment advisory services and are provided for separate and typical compensation. No client is obligated to use our accounting services. Cornerstone Advisor's accounting services do not include the authority to sign checks for clients.

The fees for tax preparation are based on the complexity of returns, and range from \$100 to \$1,000.

Project based assignments will be done on a negotiated hourly fee arrangement. Fees that are based on hourly rates are payable upon completion of service.

Item 11 – Code of Ethics

DCM 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, and personal securities trading procedures, among other things. All supervised persons at DCM must acknowledge the terms of the Code of Ethics annually, or as amended.

DCM anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which DCM has management authority and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which DCM, its affiliates and/or clients, directly or indirectly, have a position of interest. DCM's employees and persons associated with DCM are required to follow DCM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers,

directors and employees of DCM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for DCM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of DCM 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 DCM'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, and to reasonably prevent conflicts of interest between DCM and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with DCM's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. DCM will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

DCM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Ralph J. Bryant, CPA, at ralphb@decaturcapital.com or 404-270-9838.

It is DCM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. DCM will also 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. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. 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.

Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

The Company generally has investment discretion over the assets of each of its clients. It may, therefore, without first obtaining client consent, determine securities to be bought or sold, the amount of the securities to be bought or sold, the broker-dealers to be used, the commission rate to be paid, and the markets on which the transactions will be executed. Clients that grant the Company discretionary authority have the right to modify established objectives and impose reasonable investment restrictions on their accounts by giving written notice to the Company.

When placing trades for clients, the Company allocates brokerage transactions to such broker-dealers for execution on such markets at such prices and commission rates as is in the best interests of the clients.

In order for the Company to exercise investment discretion over a particular client's account, that client must execute a power of attorney and investment management agreement, each of which gives the Company the express authority to make discretionary trades on behalf of the client.

The Company utilizes TD Ameritrade and Schwab as custodian of some of the assets that it manages. TD Ameritrade and Schwab are discount brokers that perform the following services for clients: (1) custody; (2) trade execution; and (3) certain back office services, including preparation of client account statements, downloading client account information, and fulfillment services. No custodial fees are charged to the accounts by discount brokers. Most of the transactions, such as buying/selling mutual funds, are executed with no commissions. The Company always strives to get the best execution for the client. Trades may also be executed away from TD Ameritrade ensuring that the Company can always execute transactions in the best interest of the client.

Registrant may receive a wide range of research activities from brokers and dealers covering investment opportunities throughout the world. This material includes information on the economic statistics, political developments, technical market action, pricing and appraisal services and broad economic analyses and forecasts for the countries in which the client portfolios are likely to be invested. There are no formal arrangements or other requirements with respect to future commissions being directed to various firms.

At times, the Company may utilize products for mixed use. In that event, portions of those products will be paid for with hard dollars.

Item 13 – Review of Accounts

In the course of managing clients' accounts, the designated portfolio manager reviews the relative value of all positions on a daily basis. The portfolio manager relies on daily input from several analytical sources to provide timely and pertinent information regarding both current holdings and securities that may be considered for investments in a portfolio. DCM has established minimum quality and relative value standards which must be met by securities in the portfolio at all times.

DCM will provide clients with quarterly performance reports. In addition, clients receive monthly statements and prompt confirmation of all trades from the account custodian.

Item 14 – Client Referrals and Other Compensation

Upon occasion, the Company, pursuant to a written agreement, may compensate persons and entities for soliciting or referring clients to the firm. Any such arrangement will comply with Rule 206(4)-3 under the Investment Advisers Act of 1940 and will involve only properly licensed persons.

From time to time, the Company may take into account the fact that a broker-dealer has referred advisory clients to the Company when it places client trades. Since the manager stands to earn advisory fees on such referred clients, this practice raises a conflict of interest between the manager's incentive to attract new clients and the clients' desire for utilizing the broker-dealers that provide the best execution. One way the manager addresses this conflict is by rotating trades among broker-dealers and monitoring the transaction costs to insure that the clients obtain the best available commission.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. DCM urges you to

carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

DCM usually 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, DCM observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, DCM'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 DCM in writing.

Item 17 – Voting *Client* Securities

Clients may obtain a copy of DCM's complete proxy voting policies and procedures upon request. Clients may also obtain information from DCM about how DCM 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 financial information or disclosures about DCM's financial condition. DCM 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.

BROCHURE SUPPLEMENTS

Item 1- Cover Page

Degas A. Wright, CFA
Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
404-270-9838

February 20, 2013

This Brochure Supplement provides information about Degas Wright that supplements the DCM Brochure. You should have received a copy of that Brochure. Please contact Degas Wright if you did not receive Decatur Capital Management's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Degas Wright, CFA

Born: 1963

Chief Investment Officer – Portfolio Management, Marketing

- 11 years with firm
- BS in Mathematics from United States Military Academy at West Point
- MS in Economics from University of Texas at El Paso
- US Army Veteran
- Former Treasurer for Metropolitan Atlanta Rapid Transit Auth.
- Earned the Chartered Financial Analyst (CFA) professional designation issued by the CFA Institute. Mr. Wright met the following requirements in earning this designation:
 - Undergraduate degree and four years of professional experience involving investment decision-making, or

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- Completed self study program covering three levels (250 hours of study for each of the three levels)
 - Successfully passed three levels of examinations
 - Member of the CFA Institute and the CFA Society of Atlanta

Item 3- Disciplinary Information

Mr. Wright has no legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Item 4- Other Business Activities

Mr. Wright is a principal owner of DCM subsidiary firm, Cornerstone Advisors, Inc. Cornerstone Advisors provides tax and accounting services to various small businesses and individuals.

Item 5- Additional Compensation

Mr. Wright receives as incentive compensation profit sharing and equity sharing. In addition, as a principal owner of DCM subsidiary firm, Cornerstone Advisors, he receives profit sharing and equity sharing from Cornerstone Advisors.

Item 6 - Supervision

As principal of the firm, Mr. Wright, CFA is governed by the regulations and the code of ethics of the Securities Exchange Commission, the CFA Institute, the firm's policies, and the objectives and guidelines of the firm's clients.

Item 1- Cover Page

Ralph J. Bryant, CPA
Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
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February 20, 2013

This Brochure Supplement provides information about Mr. Bryant that supplements the DCM Brochure. You should have received a copy of that Brochure. Please contact Degas Wright if you did not receive Decatur Capital's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Ralph J. Bryant, CPA

Born: 1947

Chief Compliance Officer – Compliance Administration

- 11 years with firm
- BS in Business Administration from Columbus State University
- US Army Veteran
- Formerly with Ernst & Young
- Earned the Certified Public Accountant (CPA) professional designation issued by the American Institute of Certified Public Accountants (AICPA). Mr. Bryant met the following requirements in earning this designation:
 - Undergraduate degree and 150 semester hours
 - Successfully passed a comprehensive examination
 - Work in the accounting position for three years
- Member of the AICPA

Item 3- Disciplinary Information

Mr. Bryant has no legal or disciplinary events.

Item 4- Other Business Activities

Mr. Bryant is a principal owner of DCM subsidiary firm, Cornerstone Advisors, Inc. Cornerstone Advisors provides tax and accounting services to various small businesses and individuals.

Item 5- Additional Compensation

Mr. Bryant receives as incentive compensation profit sharing and equity sharing. In addition, as a principal owner of DCM subsidiary firm, Cornerstone Advisors, he receives profit sharing and equity sharing from Cornerstone Advisors.

Item 6 - Supervision

Mr. Bryant is a member of the investment committee as chief compliance officer and is supervised by Mr. Degas Wright, CFA, chief executive officer for the firm. Mr. Wright can be contacted at 404-270-9838.

Item 1- Cover Page

Elizabeth Crenshaw
Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
404-270-9838

February 20, 2013

This Brochure Supplement provides information about Ms. Crenshaw that supplements the DCM Brochure. You should have received a copy of that Brochure. Please contact Degas Wright if you did not receive Decatur Capital's Brochure or if you have any questions about the contents of this supplement.

Item 2 - Educational Background and Business Experience

Elizabeth Crenshaw

Born: 1971

Chief Operating Officer – Operations / Business Development

- Joined the firm in October 2011
- BS in Mathematics from Spelman College
- Received MBA from the University of West Georgia
- Former Pension Consultant with Gray & Company
- Former Research Consultant with Gray & Company
- Former Database / Performance Analyst with LCG Associates
- Former Database / Research Analyst with Watson Wyatt Worldwide

Item 3 – Disciplinary Information

Ms. Crenshaw has no legal or disciplinary events.

Item 4 - Other Business Activities

Ms. Crenshaw does not have any other business activities.

Item 5 - Additional Compensation

Ms. Crenshaw receives as incentive compensation a pro-rata share of the firm's profits and revenue sharing.

Item 6 Supervision

Ms. Crenshaw is a member of the investment committee and is supervised by Mr. Degas Wright, CFA, chief executive officer for the firm. Mr. Wright can be contacted at 404-270-9838.

Item 1- Cover Page

Craig Ruff, Ph.D, CFA
Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
404-270-9838

February 20, 2013

This Brochure Supplement provides information about Dr. Craig Ruff, CFA that supplements the DCM Brochure. You should have received a copy of that brochure. Please contact Degas Wright if you did not receive Decatur Capital's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Craig Ruff, Ph.D., CFA

Born: 1960

Director of Research – Research and Analysis

- Served as academic advisor for 3 years, joined the firm in 2010
- Received Ph.D. from Virginia Tech
- Former senior economist for the Federal Home Loan Bank of Atlanta
- Former associate editor of the *Financial Analysts Journal*
- Served as an equity valuation and portfolio analyst for Atlanta Capital Management
- Clinical Associate Professor of Finance, Georgia State University
- Research and practice interests include investments, interest-rate risks and hedging
- Earned the Chartered Financial Analyst (CFA) professional designation issued by the CFA Institute. Dr. Ruff met the following requirements in earning this designation:
 - Undergraduate degree and four years of professional experience involving investment decision-making, or

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- Completed self study program covering three levels(250 hours of study for each of the three levels)
 - Successfully passed three levels of examinations
 - Member of the CFA Institute and the CFA Society of Atlanta
 - Dr. Ruff serves as trustee for the CFA Society of Atlanta

Item 3- Disciplinary Information

Dr. Ruff has no legal or disciplinary events.

Item 4- Other Business Activities

Dr. Ruff serves as a clinical associate professor of finance, Georgia State University.

Item 5- Additional Compensation

Dr. Ruff receives as incentive compensation a pro-rata share of the firm's profits.

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Item 6 - Supervision

Dr. Ruff is a member of the investment committee and is supervised by Mr. Degas Wright, CFA, chief executive officer for the firm. Mr. Wright can be contacted at 404-270-9838.

Item 1- Cover Page

Shayne John, CMA, CFM
Decatur Capital Management, Inc.
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February 20, 2013

This Brochure Supplement provides information about Shayne John that supplements the DCM Brochure. You should have received a copy of that Brochure. Please contact Degas Wright if you did not receive Decatur Capital's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Shayne John, CMA, CFM

Born: 1970

Portfolio Manager

- Joined the firm in 2011
- Received BS from Coe College
- Received Master of Science degree in Finance from University of London
- 15 year career in the fund management industry
- Former co-portfolio manager of the Artisan Midcap Fund and Artisan Opportunistic Growth Fund at Artisan Partners L.P.
- Former portfolio manager at NCM Capital Management.
- Served as Director of Research and Investment Strategist at INNOVA Securities

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- Earned the Certified Management Accountant (CMA) designation granted by The Institute of Management Accountants (IMA):
 - Require the passing of 5 separate examinations
 - Undergraduate degree
 - Two years of minimum experience in managerial accounting and related functions
 - Earned the Certified Financial Manager (CFM) designation granted by The Institute of Management Accountants (IMA):
 - Require the award of CMA designation and passing of additional examinations
 - Undergraduate degree
 - Two years of minimum experience in managerial accounting and allied functions.
 - Continuing annual education requirements

Item 3- Disciplinary Information

Mr. John has no legal or disciplinary events.

Item 4- Other Business Activities

Mr. John is a principal owner of Ardsley Industrial Ventures Private, Ltd.

Item 5- Additional Compensation

Mr. John receives as incentive compensation a percentage of fees earned on the assets in the Midcap Growth strategy.

Item 6 - Supervision

Mr. John is a member of the investment committee and is supervised by Mr. Degas Wright, CFA, chief executive officer for the firm. Mr. Wright can be contacted at 404-270-9838.

Item 1- Cover Page

Rosanne Lissow
Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
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This Brochure Supplement provides information about Ms. Lissow that supplements the DCM Brochure. You should have received a copy of that Brochure. Please contact Degas Wright if you did not receive Decatur Capital's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Rosanne Lissow

Born: 1972

Head Trader

- Joined the firm in 2012
- BS in Finance from Rochester Institute of Technology
- Former Head Trader with Oak Value Capital (RS Investments)
- Former trader with NCM Capital Management
- Former trader with Manning & Napier Advisors

Item 3- Disciplinary Information

Ms. Lissow has no legal or disciplinary events.

Item 4- Other Business Activities

Ms. Lissow does not have any other business activities.

Item 5- Additional Compensation

Ms. Lissow receives as incentive compensation a pro-rata share of the firm's profits.

Item 6 - Supervision

Ms. Lissow is a member of the investment committee and is supervised by Mr. Degas Wright, CFA, chief executive officer for the firm. Mr. Wright can be contacted at 404-270-9838.

Xixi Lin
Decatur Capital Management, Inc.
250 East Ponce De Leon Avenue, Suite 325
Decatur, Georgia 30030
404-270-9838

February 20, 2013

This Brochure Supplement provides information about Ms. Lin that supplements the DCM Brochure. You should have received a copy of that Brochure. Please contact Degas Wright if you did not receive Decatur Capital's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Xixi Lin

Born: 1985

Analyst

- Joined the firm in 2013
- BA in Economics & Law from Nankai University, Tianjin, China
- MA in Economics from Georgia State University, Atlanta, Georgia
- Former graduate research assistant at Georgia State University
- Former investment & financial manager with ZTE Energy Company Limited, Beijing, China

Item 3- Disciplinary Information

Ms. Lin has no legal or disciplinary events.

Item 4- Other Business Activities

Ms. Lin does not have any other business activities.

Item 5- Additional Compensation

Ms. Lin receives as incentive compensation a pro-rata share of the firm's profits.

Item 6 - Supervision

Ms. Lin is a member of the investment committee and is supervised by Mr. Craig Ruff, CFA, Ph.D., director of research for the firm. Mr. Ruff can be contacted at 404-270-9838.