

Item 1 – Cover Page



ROBOTTI & COMPANY ADVISORS, LLC

Part 2A of Form ADV

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This brochure (the "Brochure") provides information about the qualifications and business practices of Robotti & Company Advisors, LLC (the "Adviser"). If you have any questions about the contents of this Brochure, please contact us at (212) 986-4800.

The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the "SEC") or by any state securities authority. It has been prepared by the principals of our firm in the format mandated by the SEC.

The Adviser is an investment adviser that is registered as such with the SEC under the Investment Advisers Act of 1940. Registration of an investment adviser does not imply any level of skill or training.

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

Item 2 – Material Changes

This Brochure contains information about the Adviser, and the separately managed accounts offered by the Adviser. The following is a summary of material changes since the last annual update to the Adviser's Brochure on March 31, 2015:

On June 26, 2015, the former Assistant Portfolio Manager of the Value Equity Strategy offered to separately managed account clients ceased to be employed by the Adviser.

On August 31, 2015, the Adviser moved its offices to One Grand Central Place, 60 East 42nd Street, Suite 3100, New York NY 10165.

Please Retain a Copy of this Brochure for Your Records.

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Item 4 – Advisory Business

Background

The Adviser is a New York limited liability company. The predecessor firm to the Adviser, Robotti & Company, Incorporated (the “Parent”), was founded by Robert Robotti in 1983 and was registered as a broker-dealer that same year. In 2001, the Parent was registered as an investment adviser. In 2003, the Parent formed the Adviser and Robotti & Company, LLC (“Robotti BD”). The Adviser succeeded to the investment adviser registration of the Parent and Robotti BD succeeded to the broker-dealer business of the Parent. Robotti BD is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with the SEC and the Financial Industry Regulatory Authority (“FINRA”).

Each of the Adviser and Robotti BD is wholly owned by the Parent. Mr. Robotti is the principal owner of the Parent. The president of the Adviser is Mr. Robotti. Mr. Robotti, born in 1953, graduated from Bucknell University in 1975 with a BS in Accounting. He received his MBA from Pace University in 1978.

Investment Management Services

The Adviser offers discretionary investment management services for separately managed accounts on a non-Wrap Fee basis (“Managed Accounts”) and wrap fee accounts (“Wrap Fee Accounts”). The Adviser’s strategy for Managed Accounts is the Value Equity Strategy. For Wrap Accounts, the Adviser offers two strategies: Value Equity Strategy and Structured Value Strategy. These strategies are described below in **Item 8 – “Methods of Analysis, Investment Strategies and Risk of Loss.”** The Adviser receives a portion of the wrap fee for its services as described below in **Item 5 – “Fees and Compensation.”**

Consultant. The majority of the firm’s Managed Accounts for the Value Equity Strategy have been introduced to the firm by an unaffiliated, third party state registered investment adviser and financial planner (the “Consultant”). In these instances, the Consultant performs the analysis and development of the client’s personal investment strategy, and the Adviser is one of several unaffiliated investment managers that the Consultant has selected to be made available to its clients. The Consultant provides information on those investment managers (including the Adviser) to its clients, and the Consultant’s client then chooses the investment managers it desires and determines (with the advice of the Consultant) an allocation to make with the investment manager.

Additional Matters

The Adviser does not offer financial planning services or an asset allocation program based on the client’s financial circumstances. Clients who engage the Adviser should be specifically seeking value strategies for a portion of the investment portfolio. Within this context, however, for clients whose accounts employ the Value Equity Strategy, the Adviser will take

into account certain individual needs of clients and will permit clients to impose certain investment policies, guidelines or reasonable restrictions on how the account is managed.

Finally, the Adviser provides investment management services for customized portfolios of private investment funds formed by its affiliates (the “Robotti Funds”) pursuant to strategies that are not currently offered to Managed Accounts. The applicable strategy is discussed in each fund’s offering documents.

Assets under Management

As of December 31, 2015, the Adviser managed a gross total of \$475,885,159 on a discretionary basis. The Adviser does not currently manage client assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Managed Accounts

The Adviser charges either an asset-based management fee or a performance-based incentive fee for its investment advisory services.

Managed Accounts - Management Fee

Managed Account fees (“Management Fees”) are charged as a percentage of the value of a client’s account, as set forth in the client’s account agreement and described in the table below. The management fee percentage rate will not change based on increases or decreases in the value of the client’s account absent a written agreement between the Adviser and the client.

ASSETS	ANNUAL FEE
\$0-\$1,999,999	2% on all assets
\$2 mill-4,999,999	1.60% on all assets
\$5 mill-24,999,999	1.10% on all assets
\$25 mill +	0.85% on all assets

Management fees are billed quarterly in an amount equal to one quarter of the contractual annual fee, based on the value of assets under management. Generally fees are debited from the client’s Managed Account in accordance with the client authorization in their agreement with the Adviser.

For the initial quarter in which the Managed Account is opened, the value of the Managed Account on the last business day of such quarter shall be used to calculate the initial Management Fee which shall be paid following the end of such quarter. The initial Management Fee shall be prorated for such portion of the quarter that the Managed Account was open if opened following the beginning of a quarter. Notwithstanding the foregoing, in

R&CA's discretion, when a Managed Account has been funded in the week preceding a quarter end, there will be no Management Fee charged for that week.

For each succeeding quarter, the Management Fee shall be paid to the Adviser in advance based upon the value of the Managed Account on the last business day of the preceding calendar quarter. When the first quarter's Management Fee is paid in arrears, the first and second quarter Management Fees are paid at the same time and the value of the Managed Account on which the second quarter's Management Fee is calculated includes the amount payable for the first quarter's Management Fee.

A pro rata refund of prepaid Management Fees shall be made if the Managed Account is closed within a quarter. When the Management Fee is paid in advance, no refunds of Management Fees are made with respect to partial withdrawals from a Managed Account and no additional Management Fees are charged for additions to a Managed Account during a quarter.

For purposes of calculating the Client's Management Fee, transactions and the value of cash and securities in the Client's Managed Account shall be computed on a trade date basis. Statements from the Client's custodian will typically reflect transactions as of their settlement date (typically three business days following the trade date for U.S. securities transactions) and may value securities and foreign currencies using different valuations from those on which the Management Fee has been calculated (see next paragraph). Accordingly, there may be a discrepancy in both the positions in the Client's Managed Account and the values of securities and cash used to calculate the Management Fee from the Client's statement from its custodian.

Each security listed on a securities exchange shall be valued at the last quoted sales price during normal trading hours on the primary exchange on which such security is traded on the date for which the value is sought. Each security traded in the over-the-counter market shall be valued at the last quoted sales price during normal trading hours in the over-the-counter market on which such security is traded on the date for which the value is sought. If there was no such trade on such valuation date, whether exchange listed or not, securities held long will be valued at the closing bid price and securities held short will be valued at the closing asked price, as reasonably determined by the Adviser. If, however, in the judgment of the Adviser, any price determined under this paragraph relates to a trade or trades that are deemed not to reflect the fair value of a security, such security's value will be as reasonably determined by the Adviser. Any other security or asset shall be valued in a manner determined in good faith by the Adviser to reflect its fair value. The Adviser reserves the right to accrue for dividends as of the ex-dividend date of any security until the distribution of such dividend. The value in U.S. Dollars of foreign currencies, or securities or other assets denominated in foreign currencies will be based upon the rate of exchange between the U.S. Dollar and such foreign currency as of the date for which a value is sought unless industry practice is to use a different date; provided, that in any event the Adviser may reasonably determine to use a different date.

The Adviser, in some instances, may compensate current portfolio managers, relationship managers or professional staff of the Adviser or Robotti BD or third party solicitors for client referrals. Managed Accounts referred by solicitors will be subject to the Adviser's normal fee

schedule, subject to any negotiation with the Client; the Client will not be charged any additional fees or expenses as a result of the referral. The solicitor will receive the same fee for the referral of the client for a Managed Account as for Wrap Fee Account, of the same value, managed by the Adviser; accordingly, the Solicitor has no financial incentive to recommend a Managed Account over a Wrap Fee Account. A solicitor may receive a larger fee, however, for recommending a Managed Account with a performance fee or a private fund managed by the Adviser, but this may not be the case depending on the fee structure and actual performance of the specific vehicle.

Managed Accounts - Performance Fees

With respect to certain clients of the Adviser introduced by the Consultant, the Adviser has agreed to an annual performance-based fee as the Management Fee instead of an asset-based management fee. In these instances, the Client will pay to the Consultant as compensation for the services an annual Management Fee equal to one-third (1/3) of the Net Profits (as defined below) earned during the Annual Period (as defined below) by the Managed Account in excess of the Preferred Return Amount (as defined below) (the "PRA"). The Consultant will retain one-sixth (1/6) of the Net Profits as its fee and the Consultant shall remit to the Adviser one-sixth (1/6) of the Net Profits as its fee.

The performance-based Management Fee is payable following each one-year anniversary of the Managed Account inception date. The PRA is equal to three percent (3%) of the value of the Managed Account at the beginning of each one-year period commencing on the date of Managed Account inception ("Annual Period"). "Net Profits" means the sum of all realized and unrealized gains less all realized and unrealized losses plus all income less all expenses with respect to the Managed Account plus all other amounts credited to the Managed Account and less all other amounts debited from the Managed Account other than additions of assets to and withdrawals from the Managed Account by the client. In computing such realized and unrealized gains and losses, gain and loss shall mean for each position held in a security during any Annual Period, the realized or unrealized appreciation or realized or unrealized depreciation, as the case may be, with respect to such position, determined by comparing the net proceeds from the closing of such position or the market value of such position at the end of such Annual Period with (i) the cost of such position if established during such Annual Period or (ii) if such position were established during a prior Annual Period, the market value of such position at the end of the last preceding Annual Period.

The Management Fee for any Annual Period will be adjusted for any withdrawals (including withdrawals to pay the performance-based Management Fee) and for any additions to the Managed Account during the Annual Period. The adjustment to the performance-based Management Fee is made to account for a portion of the assets of the Managed Account being managed for less than one full year. Similarly, the Managed Account value for the beginning of any Annual Period will be adjusted for any withdrawals (including withdrawals to pay the performance-based Management Fee) and for any additions during such Annual Period. If the Adviser liquidates any securities deposited into the Managed Account, the value realized upon liquidation shall be used for purposes of calculating the Management Fee.

Each Annual Period serves on a “stand alone” basis for purposes of calculating the Management Fee. Any losses during an Annual Period are not carried over to a succeeding Annual Period. The PRA is calculated on an annual basis and any failure to exceed the PRA is not carried over to subsequent years.

Valuations of securities and cash, for purposes of calculating the Management Fee for Accounts with performance fees, are as described above under “Managed Accounts - Management Fee.”

Wrap Fee Accounts

The Adviser charges an annual “Wrap Fee” for participation in the Wrap Fee program. Asset-based management fees are calculated on a percentage of the value of a client’s Wrap Fee Account, as set forth in the client’s Wrap Fee Account agreement and described above under “Managed Accounts - Management Fee.” The Wrap Fee percentage rate will not change based on increases or decreases in the value of the client’s Wrap Fee Account absent a written agreement between the Adviser and the client. The Wrap Fee is charged as a percentage of assets under management, as shown below:

ASSETS	ANNUAL FEE
\$0-\$1,999,999	2% on all assets
\$2 mill-4,999,999	1.60% on all assets
\$5 mill-24,999,999	1.10% on all assets
\$25 mill +	0.85% on all assets

Clients in the Wrap Fee Program will not be charged brokerage commissions for the execution of securities trades. All transaction-based costs, with the exception of wire transfer fees, certificate issue fees, special delivery request fees, reorganization fees, SEC exchange fees, stock transfer taxes, margin interest, custodial fees and similar administrative fees are included within the Wrap Fee negotiated between the client and the Adviser within the parameters of the fee schedule above. A counterparty markup or markdown or dealer’s spread may be built into the price of over-the-counter or exchange traded securities traded within the Program. The Adviser, however, will pay any incremental costs if a broker-dealer other than Robotti BD is used for a transaction in the client’s Wrap Fee Account. Management fees do not include expenses of any mutual funds or ETFs that are included in the client’s portfolio; however, the Adviser may, at its discretion, absorb some of these additional fees.

Robotti Fund Fees

The Adviser or its affiliates receive from some of the Robotti Funds a quarterly Management Fee, payable in advance on the first business day of each calendar quarter, ranging from one eighth of one percent (0.125%) to three eighths of one percent (0.375%) of the Robotti Fund’s net asset value as of the opening of business on the first business day of such calendar quarter. The management fee is adjusted on a *pro rata* basis for any contributions made during the

calendar quarter. The Adviser or its affiliates, as applicable, can, in its sole discretion, waive all or any portion of the Management Fee applicable to any investor.

The Adviser also receives from some of the Robotti Funds a fee intended to offset regulatory and compliance costs incurred by the Adviser relating to the Robotti Funds, payable in advance of the first business day of each calendar quarter, equal to twenty-five one thousandths of one percent (0.025%) of such Robotti Fund's net asset value as of the opening of business on the first business day of such calendar quarter. This fee is adjusted on a *pro rata* basis for any contributions made during the calendar quarter. When the Adviser charges the Robotti Funds a regulatory and compliance fee, it does not also charge a Management Fee to such client. The Adviser can, in its sole discretion, waive all or any portion of this fee applicable to any investor.

In addition, affiliates of the Adviser that act as the managing member or general partner, as applicable, to the Robotti Funds, generally are entitled to a performance allocation equal to twenty percent (20%) of the net profits as provided in relevant Robotti Fund documents allocated to each investor's capital account in each fund. The performance allocation is made at the end of each calendar year and when an investor withdraws from a fund. The performance allocation of net profits from each investor's capital account is subject to a loss carryforward limitation, so that no performance allocation is made until prior net losses allocated to such investor are recouped. Such allocation of net profits shall be adjusted to take into account distributions to or withdrawals by an investor. The managing member/general partner can, in its sole discretion, waive all or a portion of the performance allocation to any investor.

With respect to the management and performance fees described above, prospective clients should note that similar advisory services may be available from other registered investment advisers for similar or lower fees.

Other Fees to Which an Account is Subject

Consultant's Fee. Certain Managed Accounts are currently referred to the Adviser by the Consultant. A reduced Adviser's Management Fee (normally 1% of the assets under management) is billed quarterly together with the Consultant's fee (normally 1% of the assets under management). Fees are debited from the Client's account in accordance with the Client authorization in the agreement with the Adviser and are paid to the Consultant, which remits to the Adviser its Management Fee. Neither the Consultant nor the Adviser receives any portion of the fee due to the other party.

Brokerage Expenses. With the exception of Wrap Fee Accounts, in addition to the Adviser's advisory fees, clients are also responsible for the fees and expenses charged by broker dealers.

All transactions for Wrap Fee Program clients will be effected through the Adviser's affiliated broker-dealer, Robotti BD.

Brokerage arrangements are discussed in more detail in **Item 12**, below.

Fees of the Custodian. Fees of the client's custodian, if any, are separately charged to Managed Accounts and Wrap Fee Accounts by the client's custodian.

Mutual Funds, Money Market Funds and ETFs. To the extent that clients' accounts are invested in mutual funds, including money market funds, or exchange-traded funds (ETFs), these funds pay a separate layer of management, trading, and administrative expenses to the funds' sponsors, advisers and administrators.

Client Fees

Fees vary among our clients and can be negotiable based upon a number of factors, including, but not limited to, the size of the client's account, the nature of related services provided, and the length of the advisory relationship with a client.

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

The Adviser advises the accounts of Robotti Funds and certain Managed Accounts, which pay the Adviser performance fees, as described above in **Item 5**. The performance fees paid by these accounts create certain conflicts of interest for the Adviser. First, the Adviser has an incentive to favor the accounts that pay a performance fee to the detriment of the Adviser's other accounts. Second, a performance fee arrangement creates an incentive for the Adviser to make riskier or more speculative investments for accounts subject to performance fees due to the possibility of generating higher returns for the Adviser. In addition, where a fee is based in part on the unrealized appreciation of securities in one year, as is the case with these performance fees, a subsequent decline in the value of the securities can result in loss of unrealized gains or can result in realized losses in a subsequent year on which a Management Fee has been paid by the Client. The Adviser believes that these conflicts are offset by clearly defined investment objectives of all accounts and policies for the allocation of trades.

Item 7 – Types of Clients

The Adviser offers investment advisory services to, among others, high net worth individuals, pension and profit sharing plans, trusts, charitable organizations, corporations and other business entities, and private investment funds (including the Robotti Funds).

The Adviser requires a minimum account of \$500,000 for Managed Accounts (including Wrap Fee Accounts), although the minimum account size may be negotiable under certain circumstances. The Adviser may group certain related client accounts for the purposes of achieving the minimum account size.

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

Methods of Analysis

The Adviser's investment decisions are based on fundamental security analysis, and the main sources of information used by the Adviser are financial newspapers, research materials

prepared by third parties, review of corporate filings (*e.g.*, annual reports, prospectuses, filings with the SEC), and technology-based tools (*i.e.*, computer software programs) to analyze the performance of equities and debt securities. The Adviser may use computer software programs provided by third-party advisers in providing this advice to clients.

Investment Strategies

Value Equity Strategy

Mr. Robert Robotti is the Portfolio Manager for the Adviser's Value Equity Strategy. The strategy focuses primarily on small- to mid-capitalization ("small cap" and "mid cap") companies that are overlooked, out-of-favor or misunderstood by the market and which the Portfolio Manager believes are undervalued. The Portfolio Manager's investment selection is based on identifying the underlying value within companies. The Portfolio Manager looks for investments where the market price of a security is below what the Portfolio Manager believes is its intrinsic value. Although this strategy is primarily focused on small to mid-cap companies, the Portfolio Manager also seeks to be opportunistic within its core competencies and will consider larger companies when appropriate. The Portfolio Manager is not limited to securities trading in particular markets. The Adviser does not claim to be able to forecast general stock market movements or other macroeconomic trends, but instead maintains a long term investment horizon in its securities selection.

While the Adviser's Value Equity Strategy focuses primarily on equity securities, an account may also own one or more of the following: convertible stocks, bonds, warrants, corporate, municipal, or government debt, commercial paper, CDs, mutual funds, exchange traded funds, other investment products and cash and cash equivalents. The Adviser will allocate the portfolio assets among various investments taking into consideration the objectives of the strategy.

Structured Value Strategy

Mr. David Kaiser is the Portfolio Manager for the Adviser's Structured Value Strategy. The Portfolio Manager selects a model portfolio from securities in the Russell 2500 Value Index, which is the strategy's benchmark. The Portfolio Manager systematically screens for stocks in the benchmark that meet at least one of two types of quantitative investment metrics. A company must have metrics indicating that the company has favorable operational characteristics and/or that its stock is inexpensive relative to the valuation metrics of the benchmark. The Portfolio Manager believes that either or both of these types of metrics will permit the model portfolio in the aggregate to appreciate towards the valuation metrics of the benchmark over a period of one year, while offering downside protection. In addition, the strategy provides for weighting of position sizes in stocks and cash exposure in the model portfolio.

The Portfolio Manager selects a new model portfolio, including cash, in accordance with the strategy in January of each year. Client Wrap Fee Accounts are invested in the same securities

and cash at approximately the same weightings as the model portfolio. Subject to the quarterly and annual reviews discussed below, securities in the Client's Wrap Fee Account will be held until the next succeeding January. Each succeeding January, the prior year's securities portfolio generally will be sold, unless the Client indicates a preference to take short-term capital losses on all losing positions at the end of December, in which case such positions are sold at such time. However, any positions that are selected to reappear in the model portfolio for the coming year, if not sold in December, will be reweighted in accordance with the new year's model portfolio weightings.

Following the end of the March, June and September quarters, the Portfolio Manager will review the operational and valuation metrics of the model portfolio. Depending upon the relationship between the operational and valuation metrics of the model portfolio and those of the benchmark, the Portfolio Manager may adjust the equity exposure of the model portfolio versus cash. If the model dictates an adjustment, the Portfolio Manager will either determine that the model portfolio's equity exposure be increased (if not fully invested) or decreased by increasing or decreasing the same percentage of each stock in the model portfolio. The Portfolio Manager, however, generally will not decrease the equity exposure of the model portfolio to the extent that following such reduction the model portfolio would hold more than 50% cash. Market fluctuations, distributions by portfolio companies and takeover activity, however, could result in a model portfolio that consists of more than 50% cash. After determining a new level of equity exposure for the model portfolio, the Portfolio Manager will then adjust each Client's Wrap Fee Account in the same manner at approximately the same weightings as the model portfolio was adjusted by buying or selling shares. See "Wrap Fee Accounts—Structured Value Strategy" in **Item 13 – "Review of Accounts."**

If the Client invests following selection of the current model portfolio, the Client's Wrap Fee Account will be invested in securities and cash approximately in accordance with the weightings of the current model portfolio. The Portfolio Manager has the option to hold any portion of a Client's Wrap Fee Account allocated to cash in either cash or cash equivalents.

If the Client withdraws cash from a Wrap Fee Account managed under the Structured Value Strategy, the Portfolio Manager will promptly sell a percentage of each security in the Wrap Fee Account so that the proportions of securities and cash will approximate those of the model portfolio. Accordingly, upon a withdrawal of cash by the Client from the Wrap Fee Account, the Client may incur short-term capital gains even if there is sufficient cash in the Wrap Fee Account to cover the amount of the withdrawal.

Funds

The Adviser advises each Robotti Fund pursuant to customized strategies which seek long exposure to equity markets, including non-U.S. markets, primarily focusing on companies which the Adviser believes to be fundamentally undervalued, exhibit growth potential, and have strong entrepreneurial leadership.

Risks of Loss

All securities investments involve the risk of loss of capital. The nature of the securities to be purchased and sold by the Adviser for clients and the investment techniques and strategies to be employed by the Adviser in an effort to increase profits can increase this risk. Finding and profiting from investment opportunities involve uncertainty, and there can be no assurance that the Adviser will be able to locate investment opportunities or to profit from them. Many unforeseeable events, including actions by governmental authorities, such as the U.S. Federal Reserve Board, can cause sharp market fluctuations that can impact clients' investments. While the Adviser will act in good faith to manage the client's account, there can be no assurance that the client's account will grow or that the client will not incur losses.

Stocks. In the U.S., stocks historically have outperformed other types of investments over the long term. Individual stock prices, however, tend to go up and down more dramatically. These price movements may result from factors affecting individual companies or industries, or the securities market as a whole. A slower-growth or recessionary economic environment could have an adverse effect on the price of the various stocks held by an account. Stocks may not increase in price as anticipated by the Adviser.

Smaller-Capitalization Companies. The Adviser invests in small and mid-cap companies. The securities of small and mid-cap companies are typically less liquid, do not trade as often or with as much trading volume, and their prices can be more volatile than those of larger capitalization companies. Accordingly, the Adviser may not be able to sell such securities or liquidate a portfolio that it manages comprised of small and mid-cap companies in an expedited manner or during a declining market environment. When making large sales, the Adviser may have to sell portfolio holdings at discounts from quoted prices or make a series of small sales over an extended period of time due to the lower trading volume of securities of small and mid-cap companies. The Adviser believes that its approach of holding securities long term helps to offset these risks.

In addition, smaller companies may lack depth of management, may be unable to generate funds necessary for growth or development, or may be developing or marketing new products or services for which markets are not yet established and may never become established.

Cyclical Industries. The Adviser frequently invests in companies that participate in cyclical industries. The Advisor frequently invests in the cyclical businesses when industries are going through difficult times because the Adviser believes that investors focus on the current difficult environment and the value of a company's securities may be significantly disconnected from its appropriate mid-cycle valuation. The securities of companies in cyclical industries, especially during the difficult times in the cycle, may frequently be less liquid and extremely volatile. Also, the economic fundamental results of these companies are most likely at some level of stress and dislocation and may deteriorate following investment. This creates clear risks to all industry participants including the company whose securities are purchased. Accordingly, the Adviser may not be able to sell such securities or liquidate certain components of the portfolio in an expeditious manner. Frequently, investor sentiment continues to become more

pessimistic about the timing of recovery so securities may decline further. The Adviser believes that its approach to holding securities long-term frequently makes the most sense on a risk return analysis basis, but this approach does entail risk of capital loss.

Sector Underweighting and Overweighting. The Adviser does not attempt to weight its portfolios consistent with the breakdown of sectors in its comparative market index. Therefore, certain industry sectors are significantly overweighted and underweighted with reference to such index. Accordingly, results for client portfolios frequently vary when compared to such index. Furthermore, when the overweighted sectors perform poorly and underweighted sectors perform strongly a client's account may significantly underperform its comparative market index.

Concentration of Positions. The Adviser will regularly invest its portfolios with larger allocations to companies it believes are significantly undervalued. As a result, frequently the 10 largest positions in its portfolios may represent a disproportionate percentage of the total portfolio. When these concentrated positions in the portfolios underperform compared to the comparative market index, the performance for the account will underperform.

Material Non-Public Information. The Adviser will at times be limited in dealing with investments if the Adviser's principal or employees acquire material non-public information. The principal or employees of the Adviser – including those named in Item 10 below -- will at times acquire material non-public information or be restricted from initiating transactions in certain securities due to membership on the Board of Directors of a company or otherwise. The Adviser is restricted from acting on such information; therefore at such times the Adviser will not be able to buy an investment that it otherwise might have bought or will not be able to sell an investment that it otherwise might have sold for client accounts. Such a limitation will prevent the Adviser from trading securities of that issuer for a client when the client could otherwise have made a profit or avoided a loss.

Quantitative Strategy Risks. The Structured Value Strategy is a strategy based upon quantitative investment metrics and a model that has been developed by examining historical securities data. This model could be subject to incorrect assessments of the efficacy of investing based upon specific metrics believed to indicate that a company has favorable operating characteristics or that a company's stock is inexpensive relative to its benchmark. Securities and portfolios of securities selected using quantitative analysis may perform differently than analysis of their historical data would suggest as a result of the metrics used in the analysis, the weight placed on each metric, and changes in underlying company fundamentals and market conditions. As market dynamics shift over time, a previously indicative metric or successful model can become outdated and result in losses. Metrics or models can be flawed or not work as anticipated and cause an account portfolio to underperform the benchmark, other account portfolios or funds with similar objectives and strategies. Certain metrics and the model may utilize third-party data the Adviser believes to be reliable; however, the Adviser does not guarantee the accuracy of third-party data. In addition, the successful execution of the Structured Value Strategy could be compromised by, among other things, a diminution in the liquidity of the securities traded. The "slippage" from entering

and exiting positions (i.e., the market impact of trades identified by a quantitative strategy) can be significant and can result in losses. Moreover, this strategy is based on the assumption that the valuation metrics of the portfolio in the aggregate will revert to those of the benchmark. One year may not be sufficient time for such reversion to take effect. The spread between the perceived value and the price of securities may widen during the year causing losses to the portfolio. Furthermore, there may be reasons not reflected in the metrics of a company used by the strategy that would account for a stock failing to appreciate. Because no fundamental analysis of companies or stocks is done, other than reliance on particular metrics, the strategy will be unable to uncover and act upon such reasons which may result in losses

Additional Risks for the Robotti Funds

Each Robotti Fund is subject to additional risks that are outlined in the fund's private placement memorandum provided to investors.

Item 9 – Disciplinary Information

The Adviser and its employees do not have any material legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliated Broker-Dealer

Mr. Robert Robotti, the principal of the Adviser, and certain other employees of the Adviser, also are separately licensed as registered representatives of Robotti BD. The Adviser and Robotti BD are sister companies, each owned by Robotti & Company, Incorporated. Robotti BD provides a full range of brokerage services which includes, but is not limited to, executing orders on both a principal and agency basis for its brokerage customers, including the Adviser's clients. Also, one of the Adviser's and Robotti BD's employees is involved in the management of a private investment fund ("Related Person Fund," and together with the Robotti Funds, the "Private Funds") that executes a substantial majority of its trades through Robotti BD.

In addition, Robotti BD issues research reports on public companies, including companies that may be held in clients' accounts with the Adviser. Because of the shared management structure of the Adviser and Robotti BD, to the degree any accounts hold shares of companies covered by research analysts of Robotti BD, such shares are from time to time restricted from trading. The Adviser believes that in general any such restricted periods should be brief but can affect trading for client accounts.

As well as receiving investment ideas from third party sources, the Adviser will receive some investment ideas from Robotti BD (e.g., research reports). Investment ideas shared by Robotti BD with the Adviser may also be used by Robotti BD's brokerage clients.

Conflicts of Interest that Arise in Connection with Allocation of Investment Recommendations

Advisory clients, Robotti Funds and discretionary brokerage accounts may purchase, hold or sell the same securities or different securities of the same issuer. There can be a conflict of interest when Robotti BD purchases or sells a security for an advisory client, a Robotti Fund or a discretionary client of Robotti BD in that purchases or sales of the same security or a related security (e.g., options on the same security or other securities of the same or a related issuer) may have previously been made or are currently being made for another client of the Adviser, another Robotti Fund or another Robotti BD client. In addition, certain securities transactions made by the Adviser may also be recommended to non-discretionary Robotti BD clients and to the Private Funds. Robotti BD receives an economic benefit via execution commission on most securities transactions it executes (other than for Wrap Fee Accounts); accordingly, Robotti BD has an incentive to disseminate these recommendations to its clients in order to earn as many commission dollars as possible. The Adviser does not favor any client or group of clients over another. The Adviser and Robotti BD manage these conflicts of interest through implementing and monitoring compliance procedures relating to equitable allocation of investment opportunities.

Clients should be aware that some investment opportunities identified by an employee of the Adviser for the Related Person Fund are not shared with the Adviser's Portfolio Managers and some investment opportunities identified by the Portfolio Manager of the Value Equity Strategy are not used in such strategy but are used instead in the Robotti Funds.

Conflicts of Interest Procedures

When a particular trade or investment recommendation creates the potential for a conflict of interest: (1) the appropriate representative of Robotti BD or the Adviser will enter the order for the Adviser's or Robotti BD's client, or recommend the transaction to the Robotti BD client, only if he or she has a reasonable belief that the proposed transaction is in the client's best interest; then (2) if simultaneous orders of the same securities are placed either for a client of the Adviser or of Robotti BD, an average-weighted price will be given to all clients.

Outside Business Activities of the Principal Owner

Mr. Robotti is the president of Robotti BD, which is a broker-dealer affiliated with the Adviser and the Wrap Fee Account client's introducing broker. In addition to Mr. Robotti's management responsibilities for the Adviser and Robotti BD and his portfolio management duties for the Adviser, Mr. Robotti also manages the assets of discretionary brokerage clients of Robotti BD. Mr. Robotti's brokerage activities currently include researching securities to identify attractive investment opportunities for his brokerage clients.

Mr. Robotti also is the managing member of the general partner (or managing director of the managing member) of and the portfolio manager of some of the Robotti Funds. The investment strategies of the Robotti Funds differ from those of the Managed Accounts and Wrap Fee Accounts.

In addition, Mr. Robotti serves as the director of one U.S. public company and the chairman of one Canadian public company:

Panhandle Oil & Gas, Inc. (NYSE - PHX), April 2004 to present
Pulse Seismic Inc. (Toronto - PSD), December 2007 to present

Mr. Robotti (and possibly other employees and affiliates) is an investor in several private investment funds that invest in securities or private equity opportunities. In addition, Mr. Robotti may at times invest in the securities of issuers where the management personnel of such issuers are clients of the Adviser. Mr. Robotti (and possibly other related persons) also at times invests in securities that are generally not recommended to clients.

The Adviser generally does not purchase for its Managed Accounts the securities of companies in which any of the Adviser's related persons is an officer or director, or with which any of the Adviser's related persons otherwise has a material business relationship. The Adviser will not purchase the securities of such a company unless it has previously disclosed to the client the capacity in which the related person acts or the business relationship.

Related Person Fund

In addition to Mr. Robotti's activities with respect to the Robotti Funds, one of the Adviser's and Robotti BD's employees are also involved in the management of a Related Person Fund.

1. **Alan Weber**, a research analyst with the Adviser and a registered representative of Robotti BD, is the general partner and portfolio manager of a Related Person Fund.

The Adviser's clients may be solicited to invest in any Private Funds; however, the Adviser will not use its discretionary authority to invest a client's account in any such Private Funds.

Brokerage Practices

Principal Trades and Agency Cross Transactions

A principal transaction is a transaction 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 occur if a security is crossed between a Private Fund and another advisory client account.

An agency cross transaction is 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.

The Adviser will never engage in principal or agency cross transactions for its clients that are pension or profit sharing plans subject to Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Adviser will not place principal trades for any non-ERISA client

accounts unless the client has been advised in writing of, and the advisory client's written consent is obtained thereto, on a trade-by-trade basis, in advance of the settlement date: (i) the capacity in which the Adviser or its affiliate is acting, (ii) either the cost to the Adviser of the security if sold to a client or the price at which the security could be resold if purchased from a client, (iii) the best price at which the transaction could be effected elsewhere if more advantageous and (iv) the proposed commission.

In the case of agency cross transactions, the Adviser will only place such orders when:

1. Adviser considers such to be in the interest of advisory clients and its activity to be consistent with its fiduciary obligations to clients, including best execution, and
2. The advisory client has authorized such transactions in its investment advisory agreement with the Adviser (and such authority has not been previously revoked by the client).

When executing an agency cross transaction, Robotti BD's clearing broker will cause to be sent to the client a written confirmation at or prior to settlement of the transaction. Such confirm includes information about the nature of the transaction, the date of the transaction, an offer to furnish upon request the time the transaction occurred and the source and amount of any other remuneration received or to be received by the Adviser and any other person relying upon Investment Adviser's Act Rule 206(3)-2 (the SEC's rule permitting agency cross transactions). If there are any agency cross trades in a client's account, the Adviser will provide a client with an annual summary of all agency cross-trades in the client's account during the prior year, including the total number of transactions and total commissions received by Robotti BD, and a statement that the client may terminate agency cross trade authority in writing at any time.

In the event that the Adviser executes an agency cross transaction, the Adviser will negotiate a purchase or sale price on behalf of a client with the counterparty. Generally, the total price of a purchase of a security will be no higher than the lowest open market asked price and the total price of a sale of a security will be no lower than the highest open market bid price.

Item 11 – Code of Ethics

The Adviser has adopted a Code of Ethics that setting forth high ethical standards of business conduct that the Adviser requires of its employees, addressing personal securities transactions of employees known as "Access Persons" and prohibiting the misuse of non-public material information by employees of the Adviser.

Employee Trading in Securities

The Adviser has adopted the following principles governing personal investment activities by the Adviser's supervised persons:

- The interests of client accounts will at all times be placed first;

- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- Supervised persons are not permitted to take inappropriate advantage of their positions.
- If an employee trades the same security when a client account is trading such security: (i) if the employee's price is better than the price received by the client account, then both trading prices are averaged at the end of the trading day and both parties receive the average price; (ii) if the employee receives a price that is worse than the price received by the client account, then the employee's price will not change; and (iii) the employee will not receive a price that is better than the worst price received by a client account during the trading day.

The Adviser's policy is to allocate purchases and sales fairly among advisory clients, and in circumstances where it is in the clients' interest to make a particular purchase or sale, the Adviser gives such clients priority over those purchases and sales made for the accounts of the Adviser's related parties.

The Code of Ethics includes policies and procedures for the submission of information on securities transactions by Access Persons and the periodic review of such reports. The Adviser's Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code of Ethics also includes oversight, enforcement and recordkeeping provisions.

Material Non-Public Information

In accordance with Section 204A-1 of the Investment Advisers Act of 1940, the Adviser also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Adviser or any person associated with the Adviser.

A copy of the Adviser's Code of Ethics is available to clients upon written request to the Adviser's Chief Compliance Officer.

Item 12 – Brokerage Practices

Soft Dollars

The Adviser does not have any soft dollars arrangements with respect to the Managed Accounts or Wrap Fee Accounts. The Robotti Funds may be deemed to be paying for research and brokerage services with "soft" or commission dollars. Although the Adviser believes that the applicable fund will benefit from many of the services obtained with "soft" dollars generated by the fund trades, the fund may not benefit from all of these "soft" dollar services. The managing member or general partner of the Robotti Funds, the Adviser and their affiliates,

principals, employees and such other accounts and entities may derive direct or indirect benefits from these services.

Client Referrals

Neither the Adviser nor Robotti BD use brokerage commissions to compensate any third party for client referrals.

Directed Brokerage

Client accounts that are brought to the Adviser through the Consultant (discussed in **Item 4**) participate in the Schwab Institutional Services program offered by Charles Schwab & Company, Inc. ("Schwab"). The Consultant recommends that its clients to whom it makes available the use of the Adviser as adviser, direct the Adviser to place trades with Schwab, as broker dealer and custodian of their accounts. Although the Client has agreed to the selection of Schwab as directed broker, the Adviser is authorized to effect a transaction through a broker other than Schwab if the Adviser reasonably determines that liquidity in a market, or security, cannot reasonably be obtained through Schwab. The Client understands that by instructing the Adviser to execute all transactions on behalf of the Managed Account through Schwab, a disparity may exist between the commissions borne by the Managed Account and the commissions borne by the Adviser's other clients that do not direct the Adviser to use a particular broker-dealer. The Client also understands that by instructing the Adviser to execute all transactions on behalf of the Managed Account through Schwab, the Client may not necessarily obtain commission rates and execution as favorable as those that would be obtained if the Adviser were able to place transactions with other broker-dealers. The Client may also forego benefits that the Adviser may be able to obtain for its other clients through, for example, negotiating volume discounts or block trades. Accordingly, the Adviser will not seek best execution of the Client's transactions through other broker-dealers. Although the Adviser's execution procedures are designed to endeavor to obtain the best execution possible for its Managed Accounts, since Schwab is the sole broker-dealer for the Client's Managed Account, there can be no assurance that best execution will be obtained. The Client should consider whether or not the appointment of Schwab as the sole broker may or may not result in certain costs or disadvantages to the Client as a result of possibly less favorable executions.

Trade Aggregation

Aggregating trades of multiple clients allows the Adviser to execute equity trades for many accounts in a timelier, more equitable manner. The Adviser will at times aggregate trades of multiple accounts and allocate the shares purchased in accordance with an allocation methodology. Generally, trades of Wrap Fee Accounts will not be aggregated with trades of Managed Accounts; however, Wrap Fee Account trades will at times be aggregated with transactions of Private Funds. Client trades that are aggregated receive the average price or the average of the prices obtained.

Item 13 – Review of Accounts

Managed Accounts

The Adviser conducts reviews internally on a regular basis. Accounts of clients introduced by the Consultant will be provided with information from the Adviser at least annually. For taxable Value Equity Strategy accounts the Adviser may sell positions on the Client's behalf to incur capital losses and thereby offset capital gains at any time on an as needed basis.

If the Adviser is notified by the Consultant of changes in a client's situation, such as investment goals, financial position, unusual economic, industry or individual investment developments, such change may trigger a review.

All Managed Accounts receive statements from their custodians on at least a quarterly basis. These reports will show the current market values and transactions during the past month or quarter as well as interest and dividends for the reporting period.

Wrap Fee Accounts

Wrap Fee Accounts are reviewed internally on a regular basis and the Adviser will provide the client with information at least quarterly.

Value Equity Strategy. Value Equity Strategy accounts will be rebalanced as necessary. For taxable Value Equity Strategy accounts the Adviser may sell positions on the Client's behalf to incur capital losses and thereby offset capital gains at any time on an as needed basis. Reviews are conducted by Portfolio Managers of the Adviser.

Structured Value Strategy. The Portfolio Manager selects a new model portfolio, including cash, in accordance with the strategy in January of each year. Following the end of the March, June and September quarters of each year, the Portfolio Manager will review the operational and valuation metrics of the model portfolio. If some of the model portfolio's company valuation metrics are less favorable than those of the benchmark and/or if some of the model portfolio's quantitative operating metrics are less favorable than those of the benchmark, the model portfolio may no longer offer upside potential through reversion of valuation metrics to those of the benchmark. In such cases, the Portfolio Manager believes that it would be better not to be fully invested. Accordingly, the Portfolio Manager will decrease the model portfolio's equity exposure by either not fully investing in securities (if at the inception of a new model portfolio) or by decreasing the same percentage of each stock in the model portfolio and allocating any portion not invested to cash.

Similarly, if some of the model portfolio's company valuation metrics are more favorable than those of the benchmark and/or if some of the model portfolio's quantitative operating metrics are more favorable than those of the benchmark, the model portfolio may again offer greater upside potential through reversion of valuation metrics to those of the benchmark. In such cases, the Portfolio Manager believes that it would be better to be more fully invested. Accordingly, the

Portfolio Manager will increase the model portfolio's equity exposure by increasing the same percentage of each stock in the model portfolio and reducing the portion allocated to cash.

The Portfolio Manager, however, generally will not decrease the equity exposure of the model portfolio to the extent that following such reduction the model portfolio would hold more than 50% cash. Market fluctuations, distributions by portfolio companies and takeover activity, however, could result in a model portfolio that consists of more than 50% cash.

After determining a new level of equity exposure for the model portfolio, the Portfolio Manager will then adjust each Client's account in the same manner and approximately the same weightings as the model portfolio was adjusted by buying or selling shares.

General. If the Adviser is notified of changes in a client's situation, such as investment goals, financial position, unusual economic, industry or individual investment developments, such change may trigger an account review.

Clients receive statements from their custodians on at least a quarterly basis. These reports will show the current market values and transactions during the past quarter (or month for any monthly statements) as well as interest and dividends for the reporting period. Statements from the Client's custodian will typically reflect transactions as of their settlement date (typically three business days following the trade date for U.S. securities transactions) and may value securities and foreign currencies using different valuations from those on which the Management Fee has been calculated (see "Managed Accounts – Management Fee" in **Item 5. "Fees and Compensation"**). Accordingly, there may be a discrepancy in both the positions in the Client's Account and the values of securities and cash used to calculate the Management Fee from the Client's statement from its custodian.

The Adviser urges its clients to review these statements regularly to ensure accuracy. For purposes of review and client discussions, the Adviser prepares account summaries from our internal records that show holdings. The Adviser recommends that clients check these against their custodial statements to ensure there are no discrepancies.

Robotti Funds

The managing member or general partner, as applicable, of each Robotti Fund provides investors in that fund with performance data and a letter discussing the fund's performance periodically.

Item 14 – Client Referrals and Other Compensation

As discussed in **Item 4**, above, certain clients are brought to the Adviser by the Consultant; however, the Consultant's fees (whether management or performance) are paid by the client and not by the Adviser.

Item 15 – Custody

The Adviser does not have custody of its clients' Managed Accounts. The Managed Accounts are introduced by a consultant and are custodied at Charles Schwab. The Adviser's Wrap Fee Accounts are primarily custodied at Pershing LLC. Although the Adviser does not have possession of the Wrap Fee Accounts, solely for purposes of the SEC's Custody Rule, the Adviser is deemed to have custody of its clients' Wrap Fee Accounts due to its authority to deduct fees from such accounts.

Robotti Funds

The Adviser is deemed to have custody of the assets of the Robotti Funds because an affiliate of the Adviser is the managing member or general partner of those funds. Each of the Robotti Funds receives an independently audited financial statement completed after the end of the calendar year. Investors will also receive certain tax information for preparation of their respective tax returns. Other periodic reports may be provided by the fund's general partner or managing member.

Item 16 – Investment Discretion

Currently, the Adviser only manages client accounts on a discretionary basis. Such discretion is exercised in a manner consistent with the stated investment objectives for the particular client account. Clients may change or amend these limitations in writing to the Adviser.

Item 17 – Voting Client Securities

When a client opens an account, the client agrees in the investment advisory agreement to delegate their proxy voting authority to the Adviser. The Adviser votes these proxies in the best interests of its clients and in accordance with the Adviser's established policies and procedures. With respect to accounts subject to ERISA, the Adviser will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies.

If any client requests in writing a copy of the Adviser's complete proxy voting policies and procedures or how the Adviser voted proxies for its account(s), the Adviser will promptly provide such information to the client.

In the event of any conflict identified by the Adviser in voting a proxy, the Adviser will inform the client of the conflict and, if appropriate, request that the client direct the Adviser as to how to vote.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Adviser's financial condition. The Adviser 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.