

Geode Capital Management LP

One Post Office Square

20th Floor

Boston, MA 02109

(800) 777-6757

www.geodecapital.com

March 31, 2014

This Brochure provides information about the qualifications and business practices of Geode Capital Management LP. If you have any questions about the contents of this Brochure, please contact us at (800) 777-6757. 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.

Geode Capital Management LP is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

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

Item 2 – Material Changes

Information about Geode Capital Management LP is provided in a narrative format in this Form ADV Part 2A brochure. Much of the disclosure in this brochure is substantially the same as corresponding disclosures in Geode Capital Management LP's most recent Part II brochure (updated May 31, 2013).

Item 3 -Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes.....	ii
Item 3 -Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	2
Item 7 – Types of Clients.....	3
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	3
Item 9 – Disciplinary Information	4
Item 10 – Other Financial Industry Activities and Affiliations	4
Item 11 – Code of Ethics	4
Item 12 – Brokerage Practices	6
Item 13 – Review of Accounts	8
Item 14 – Client Referrals and Other Compensation.....	9
Item 15 – Custody	9
Item 16 – Investment Discretion	9
Item 17 – Voting Client Securities.....	10
Item 18 – Financial Information.....	10

Item 4 – Advisory Business

Overview

Geode Capital Management LP ("GCM LP") is a limited partnership organized under the laws of the State of Delaware that specializes in quantitative and qualitative alternative investment strategies. GCM LP is a wholly owned subsidiary of GCM LLC, and also a registered investment adviser. GCM LP provides portfolio management and administrative services to domestic investment partnerships, offshore investment corporations and other institutional investors. GCM LP serves as the general partner and investment manager to various private investment companies and may provide investment advice to other institutional investors. The general partner and initial limited partner of GCM LP is Geode Capital Management, LLC ("GCM LLC"). GCM LLC acts as advisor or sub-advisor to institutional clients with respect to various registered and non-registered funds, separately-managed accounts and certain other accounts.

As of December 31, 2013, GCM LP had discretionary assets under management of \$1,485,660,000 and no non-discretionary assets under management.

Strategies

GCM LP's primary service is the design and management of portfolios that employ quantitative and qualitative alternative investment strategies. Currently, GCM LP provides investment advice with respect to the following strategies:

- *Statistical Arbitrage*
- *Market Neutral*
- *Convertible Arbitrage*
- *Special Opportunities*
- *Global Relative Value*
- *Multi-Strategy*

GCM LP may from time to time add or discontinue investment strategies. Please see Item 8 for additional information.

Types of Investments

The type of securities transacted by GCM LP will be contingent on the trading strategy it employs. In general, GCM LP may purchase, sell or sell short U.S. and foreign securities that include: equities and equity-related securities, including registered investment companies, U.S. government securities, corporate debt securities, convertible bonds, preferred stock, warrants, options, and high yield securities. GCM LP may also purchase, sell or sell short derivatives, including futures and credit default swaps or other instruments on individual issuers, indexes, currencies, commodities, and interest rates. As part of its investment program GCM LP may also employ foreign currency transactions on a spot or forward basis, leverage, and short securities. GCM LP may also invest in Master Limited Partnerships ("MLP"). An MLP is a limited partnership that is publicly traded on a securities exchange.

Item 5 – Fees and Compensation

All management fees charged by GCM LP are subject to negotiation.

GCM LP generally charges its private investment company clients a management fee between 1-2% (annualized) of assets under management accrued on a daily basis and collected each month. GCM LP will also generally receive annual performance based incentive compensation at a rate of up to 20% (annualized) of net capital appreciation that may include an adjustment for benchmark performance. Net capital depreciation must be recovered before incentive compensation is earned. Management fees or performance based incentive compensation may be waived, reduced, modified, or rebated with respect to certain investors.

GCM LP's compensation for separate accounts may generally be based on an annual percentage of assets under management and is calculated and payable monthly, in arrears, based on the total market value of the account (including cash, cash equivalents and accrued interest). Under certain circumstances, GCM LP may also charge performance or incentive based fees. The exact fees charged by GCM LP are determined by the investment strategy of the account.

GCM LP'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, and other third parties which may include, but are not limited to fees charged by advisers, 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. (See Item 12 for more information on brokerage.) Such charges, fees and commissions are exclusive of and in addition to GCM LP's fee, and GCM LP does not receive any of the foregoing commissions, fees or costs.

Advisory contracts may generally be terminated by either party upon 60 days' written notice without the imposition of any penalty. Under certain circumstances, clients may terminate a contract upon written notice. Where advisory fees are payable in arrears, no refund of advisory fees will be necessary. GCM LP and a client may determine to make GCM LP's fees payable in advance; upon termination of such an advisory contract, GCM LP will refund the pro rata, unearned portion of the prepaid advisory fees.

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

Under certain circumstances, GCM LP may charge a performance or incentive fee, *i.e.*, one that is based on a percentage of the client account's capital gains or capital appreciation, following individualized negotiation with the client. GCM LP will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (the "Advisers Act") and the available exemptions thereunder, including the exemption set forth in Rule 205-3. Such fee arrangements may create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities.

GCM LP has procedures designed and implemented to ensure that all Client accounts are treated fairly and equally, and to prevent side by side management conflicts from influencing the allocation of investment opportunities among client accounts.

Item 7 – Types of Clients

GCM LP primarily acts as adviser to private investment funds that are exempt from the Investment Company Act of 1940, as amended, and may act as adviser to certain other institutional investors.

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

GCM LP makes use of proprietary and third party quantitative research and trading programs that apply mathematical algorithms to analyze and measure fundamental and technical security and market and economic characteristics. GCM LP is engaged in quantitative and arbitrage investment strategies to achieve a return exceeding the risk-free rate with minimal market and currency exposure. The information utilized by GCM LP may include, among other things, current and historical stock prices; security reference information, including sector or industry identification; third party analyst estimates; bid-offer spreads; and risk management models. Models may not work as intended in all markets. Risk of loss may occur.

As with any investments, investing in securities involves risk of loss that clients should be prepared to bear. Future returns are not guaranteed, and a loss of principal may occur. There is no guarantee that a particular portfolio will meet its investment objective.

Investment Strategies

- *Statistical Arbitrage Strategy.* The strategy is designed to take advantage of short-term trends in investor sentiment. The factors include mean reversion, momentum, volume indicators, sentiment monitoring and exchange distributed data. The portfolio has equal dollar positions on the long and short sides and remains approximately neutral to beta, sector, and style.
- *Equity Market Neutral Strategy.* The strategy utilizes proprietary quantitative models based on fundamental factors to assess the relative attractiveness of developed market equity securities. The portfolios seek to have approximately equal dollar amounts invested in long and short positions and near-neutral exposure to country, sector, style and capitalization.
- *Convertible Arbitrage Strategy.* The strategy utilizes a proprietary valuation methodology to identify convertible securities that are undervalued. The portfolio seeks to have approximately zero net

equity market exposure while maintaining an acceptable level of issuer-specific credit and/or equity volatility exposure.

- *Special Opportunities Strategy.* The strategy uses a combination of proprietary screens, valuation models and fundamental analysis to profit from cross-asset class and capital structure dislocations, corporate mergers and other catalyst events.
- *Global Relative Value Strategy.* The strategy is designed to capture risk premiums in the currency, commodity and index options markets. Long/short portfolios or option strategies are constructed in each asset class.
- *Multi Strategy.* The strategy seeks to provide investors with attractive risk-adjusted returns that are uncorrelated to traditional equity and fixed income asset classes. The strategy is managed to a low absolute level of volatility and leverage. A multi-strategy approach is used to accomplish these goals. Currently the strategy allocates to the following internally managed disciplines: Global Equity Market Neutral, Convertible Arbitrage, Special Opportunities, Statistical Arbitrage and Global Relative Value.

Item 9 – Disciplinary Information

GCM LP has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

GCM LLC, a Delaware limited liability company, is the general partner and initial limited partner of GCM LP. GCM LLC is registered with the Securities and Exchange Commission as a registered investment adviser and with the Commodity Futures Trading Commission as a commodity pool operator and commodity trading adviser, as well as a member of the National Futures Association.

The executive officers listed in Schedule A in Form ADV Part 1 and certain other of GCM LLC's personnel provide various administrative, ministerial, technology, consulting, management, support, trading, compliance and other services to GCM LP pursuant to an Administrative, Consulting and Management Services Agreement between GCM LP and GCM LLC. Natural conflicts of interest (example - side by side trading) may arise, and are mitigated through the compliance program (Code of Ethics, Allocation Policy, Best Execution, Side-by-Side Trade monitoring, etc.)

Item 11 – Code of Ethics

GCM LP is an SEC registered adviser, and as such, has adopted a code of ethics pursuant to Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). GCM LP is not a broker-dealer and does not act as principal or broker in connection with client transactions. GCM LP and persons related to GCM LP, including officers, directors and employees, may buy, sell, or have a financial interest in securities recommended to clients. Such persons may buy, sell, or have a financial interest in such securities by investing directly in the Funds, or otherwise through independent transactions in personal accounts subject to GCM LP's Code of Ethics (the "Code") described below. Potential conflicts of interest in connection with such transactions and the controls designed to mitigate such conflicts are generally disclosed to clients herein.

The Code is based on the principle that non-access directors, advisory employees and portfolio managers of GCM LP owe a fiduciary duty to GCM LP's clients and investors in the Funds and must place the interests of GCM LP's clients and investors in the Funds above their own. All non-access directors, advisory employees and portfolio managers must comply with federal securities laws, report violations of the Code or federal securities laws to GCM LP Compliance and acknowledge their understanding and acceptance of the Code.

Per the Code, all new advisory employees and portfolio managers of GCM LP are required to promptly:

- Submit a complete report of all personal securities accounts and holdings in covered securities
- Transfer personal securities accounts to a GCM LP approved broker
- Attest that they have read and understand their responsibilities and requirements as outlined in the Code.

The Code outlines certain quarterly and annual reporting requirements for all advisory employees and portfolio managers. On a quarterly basis, these individuals are required to confirm the accuracy of all personal accounts on file with GCM LP and report all personal securities account transactions in covered securities, including gifted covered securities. On an annual basis, such individuals are required to report all personal account holdings in covered securities, including gifted covered securities, and attest to having read and understood their responsibilities and requirements as outlined in the Code.

In addition to the reporting requirements set forth above, the Code requires that all advisory employees and portfolio managers adhere to the following rules as outlined in the Code:

- Submit pre-clearance requests to GCM LP Compliance for all covered securities transactions, subject to certain exemptions.
- Seek approval from GCM LP Compliance to invest in private placement transactions.
- Surrender profits from "short-swing" trading (purchase and sale of the same security or its equivalent within a 60-day period), subject to certain limited exceptions.
- The Code also contains restrictions or prohibitions which include, but are not limited to
 1. trading in securities deemed restricted by GCM LP Compliance due to potential conflicts of interest involved in transacting such securities;
 2. creating or maintaining a short position;
 3. participating in initial public offerings;
 4. participating in investment clubs;
 5. investing in hedge funds;
 6. transacting with any client's portfolio;
 7. market timing;
 8. serving as director of public or certain private companies.

In addition to the requirements described above, portfolio managers with responsibility for making investment decisions for a client account are prohibited from (1) trading in their personal accounts within seven days of a client account for which such person is involved in the day-to-day management, subject to limited exceptions, and (2) intentionally failing to recommend or trade for a client account so as to trade in their personal accounts.

Non-access directors of GCM LP who are not involved in the day-to-day operations of either GCM LP or any of its clients' portfolios and who do not generally have access to nonpublic information regarding trading activities or portfolio holdings of GCM LP's clients or investment recommendations or decisions of GCM LP are not subject to the foregoing requirements. A non-access director must report personal securities transactions only in certain limited circumstances where the director obtains access to certain nonpublic information regarding trading activities in a client's portfolio.

The Code establishes sanctions if its requirements are violated, up to and including dismissal from employment.

The foregoing is only a summary of the provisions of the Code and is qualified in its entirety by the detailed provisions appearing in the full text of the Code, a copy of which is available upon request to any client or potential client of GCM LP. If you wish to request a copy of GCM LP's Code of Ethics, please call: (617) 392-8533.

Item 12 – Brokerage Practices

GCM LP is obligated to seek to obtain best execution for its customers. Best execution is generally characterized as the process by which an adviser seeks the most favorable terms for its clients. It is often associated with seeking the lowest transaction cost (e.g. lowest commission) for brokerage services rendered combined with best market price in order to minimize total purchase cost or maximize total sales proceeds. Other brokerage and trading services may also be considered in analyzing execution practices including but not limited to trading expertise, reputation and integrity, market access, confidentiality, promptness of execution, clearance and settlement, order positioning, financial stability, and fairness in resolving disputes.

GCM LP strives to execute securities transactions for clients in such a manner that the client's net cost or proceeds in each transaction is the most favorable under the circumstances. GCM LP's best execution policy applies to all transactions in all instruments, regardless of the fund or account.

In selecting a counterparty and market through which to affect a trade, and in determining whether a particular transaction represents best execution, GCM LP considers a range of quantitative and qualitative factors, including but not limited to the following:

Counterparty Considerations

- | | |
|--------------------------------|---|
| - Trading Expertise | - Clearance and settlement capabilities |
| - Reputation and Integrity | - Reasonableness of commission rate or spread |
| - Size and type of transaction | - Financial responsibility |
| - Access to liquidity | - Fairness in resolving disputes |
| - Execution efficiency | |
| - Capital utilization | |

Market Considerations

- Size and type of transaction
- Characteristics of the market(s) in which the security may be traded

- Nature of post-trade settlement, custody and foreign exchange structures

Oversight

GCM LP utilizes an independent third-party system for trading cost analysis, whereby best execution and transaction costs are evaluated for each trade. This evaluation occurs for trades across all client accounts and includes an assessment of trading slippage (the difference between benchmark costs and actual trading expense) as well as an examination of trading efficiency, whereby costs are examined on a trade-by-trade basis. The traders review these analyses on a regular basis. GCM LP may also compare executions by routing portions of the same order to different brokers and comparing executions.

Additionally, the firm's Investment and Operations Committees review trading costs and best execution on a monthly, quarterly and annual basis. In addition to third-party trading cost analysis, Geode has a proprietary application that allows the traders to check for reasonableness of the trading costs.

GCM LP currently trades for the benefit of its clients through prime brokerage arrangements that are designed to allow trading with multiple brokers while centralizing clearance and custody through prime brokers. Under these arrangements, GCM LP places trades through accounts with different executing brokers in the name of one of its prime brokers for the benefit of GCM LP and its clients. GCM LP directs delivery of funds or securities to a prime broker, who is responsible for custody, clearance, and settlement services including matching trades with executing brokers and delivering account confirms and statements to GCM LP.

Further, prime brokers may, as an incident to their services (and not for any additional compensation), sponsor conferences or seminars or provide so-called "capital introduction services" in which consultants and prospective institutional investors may be introduced to GCM LP or limited partnerships managed by GCM LP, consistent with applicable private offering restrictions.

GCM LP may execute portfolio transactions with broker-dealers that, in connection with the execution of such transactions, provide brokerage or research services, consistent with Section 28(e) of the Securities Exchange Act of 1934. Currently, GCM LP does not enter into traditional soft dollar arrangements in which it uses client brokerage to obtain research or other services from broker-dealers where there is an explicit target or ratio linked to GCM LP's commission business with such broker-dealers. GCM LP may, however, receive research and electronic trading, order routing, algorithmic trading and risk monitoring services from broker-dealers including prime brokers as an incident of doing business with these broker-dealers, but only where (1) there is no formalized arrangement with an explicit target or ratio linked to GCM LP's commission business with such broker-dealers; and (2) GCM LP does not "pay up" for these items in the form of higher commissions on similarly situated client trades except where GCM LP determines that any higher commission is reasonable in relation to the value of any brokerage or research services received, viewed in terms of the particular transaction or GCM LP's responsibilities with respect to accounts for which it exercises investment discretion.

Trade Allocation Policies

Due to the nature of the investment strategies employed by GCM LP, trade orders for Client accounts are typically time sensitive and trade type specific. Consequently, orders for Client accounts are not typically combined or "blocked." However, GCM LP may, when feasible and when consistent with the

fair and equitable treatment of all Client accounts and best execution, enter into block orders for execution in accordance with established procedures. The benefits (*e.g.*, more advantageous net price), if any, obtained by such blocking are generally allocated pro-rata among the accounts that participated in the blocked trade. GCM LP's policies seek to assure that each account is treated fairly and that no account in the aggregate is disadvantaged by the policies. GCM LP's allocation policies are summarized below.

GCM LP has established allocation policies for its various accounts to ensure allocations are appropriate given its clients' differing investment objectives and other considerations. When the supply/demand is insufficient to satisfy all outstanding trade orders, generally the amount executed is distributed among participating accounts based on account asset size (for purchases and short sales), and security position size (for sales and covers), or otherwise subject to the considerations noted below. These policies are also applicable to initial public and secondary offerings, where appropriate. Generally, allocations are determined by traders, independent of portfolio managers, in accordance with these policies. Allocations are determined and documented on trade date.

GCM LP's trade allocation policies identify circumstances under which it is appropriate to deviate from the general allocation criteria and describe the alternative procedures. For example, if a standard allocation would result in an account receiving a very small allocation (*e.g.*, on account of its small asset size), the account may receive an increased allocation to achieve a more meaningful allocation, or the account may receive no allocation.

To identify and mitigate potential conflicts of interest, GCM LP monitors trading in private investment companies managed by GCM LP and other accounts to ensure that trading is conducted in a fair and equitable manner.

Any exceptions to GCMLP's trade allocation policies (*i.e.*, special allocations) must be approved by senior investment or trading personnel, and reviewed and documented by the compliance department.

Item 13 – Review of Accounts

On a continuous basis, portfolio managers review and monitor the client accounts for which they are responsible for the suitability and appropriateness of holdings and transactions in light of the account's specific investment objective and strategy. Compliance and senior management also take an active role in reviewing client accounts. The President and Chief Investment Officer oversee the portfolio managers and their client accounts, including the number of accounts assigned to each portfolio manager. The trustees of each registered fund client periodically review the activities of the applicable GCM LP's portfolio managers. GCM LP may also provide investment advisory services to other entities, or clients of other entities, related or unrelated to GCM LP. These entities, or their clients, may similarly review the activities of GCM LP's portfolio managers and other investment professionals.

GCM LP communicates regularly with its clients to discuss all aspects of the portfolios to which GCM LP provides investment advisory services. GCM LP may provide periodic account reports to its clients. These reports may include, among other information, securities purchased and sold, portfolios and brokerage commissions paid, portfolio composition, performance and market information. GCM LP may also provide to its clients periodic compliance certifications and compliance reports.

Item 14 – Client Referrals and Other Compensation

GCM LP has entered into solicitation arrangements with broker-dealers (the “Solicitors”) where the Solicitors agree to provide certain solicitation services to GCM LP in accordance with Rule 206(4)-3.

The Solicitors will, for an agreed upon compensation, solicit advisory clients for GCM LP by introducing GCM LP to potential clients and facilitating GCM LP’s presentation of investment advisory proposals to such potential clients. GCM LP has not increased its fees to facilitate its payment of compensation to the Solicitors. However, GCM LP may negotiate lower fees with certain clients for similar investment strategies where GCM LP believes the size of the account or the nature of the services merit lower fees.

Item 15 – Custody

GCM LP may be deemed to have custody of client assets because it may have the ability to deduct advisory fees directly from certain of its collective fund clients’ accounts, even though an independent, qualified custodian has been appointed by such funds or accounts to serve as custodian. Investors may review the annually audited financial statement of fund(s) they are invested in to determine the amount of advisory fees deducted.

Item 16 – Investment Discretion

GCM LP’s fiduciary duty requires it to give investment advice that is suitable and appropriate to a particular client, and to have an adequate basis in fact for its investment recommendations. GCM LP is required to provide a certain amount of individualized treatment to its clients. GCM LP’s discretionary authority is limited to the purchase and sale of investments, selection of brokers, negotiation of commission rates, and its client’s investment objectives and investment policy restrictions. The portfolio composition within the same investment strategies may, at any given time, differ as to securities invested, security and industry weightings and cash levels. As a result, the performance of an account within a particular investment strategy may differ from other accounts with similar or identical investment objectives and strategies. Clients should not expect that the performance of their portfolios will be identical to the performance of other portfolios with similar investment objectives and strategies.

GCM LP, in its role as investment adviser, has investment management and trading discretion for certain accounts and provides advice and trade execution services for certain other accounts. GCM LP recognizes that it has a fiduciary duty to all accounts it provides investment management services. GCM LP further recognizes that this duty requires fair, equitable and ethical treatment of all of the accounts so that they share in the expertise and benefits of collective management and trading while providing full consideration of the individual investment objectives, policies, limitations and other requirements of each client account. GCM LP employs trading policies to provide guidance to its investment

professionals as to the fulfillment of GCM LP's fiduciary duties and to establish procedural safeguards for the management and resolution of actual or potential conflicts of interest among accounts.

GCM LP reviews each contract to ensure that it complies with applicable law. GCM LP also is responsible for ensuring that the contract is not inconsistent with disclosures in its Form ADV. Prior to opening a managed account for a client, GCM LP will determine whether the client appears on any list of known or suspected terrorists or terrorist organizations issued by any Federal government agency and designated as such by Treasury in consultation with the Federal regulators.

Item 17 – Voting Client Securities

GCM LP's authority is initially established by advisory contracts or comparable documents. Generally, GCM LP does not intend to vote investment proxies on behalf of the private investment companies it manages or their investors, although GCM LP may do so in limited circumstances where GCM LP believes that voting is likely to result in an enhancement of the value of the investment. Because this is a quantitative investment strategy, which is not a fundamental based strategy (and the turnover rate is expected to be relatively high), it was determined, in general, that benefits derived from voting proxies are outweighed by the cost of such proxy voting.

Clients may contact GCM LP directly to obtain a copy of its proxy voting policies.

Item 18 – Financial Information

GCM LP 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.

Addendum

Privacy Notice

Geode Capital Management LP

This Privacy Notice, which is provided on behalf of Geode Capital Management L.P. (“GCM LP”), sets forth GCM LP’s policies with respect to nonpublic information of fund investors. These policies are subject to change.

GCM LP does not disclose a fund investor’s non-public information to any non-affiliated third parties, except as necessary or appropriate in connection with the investor’s fund investment or as required or specifically permitted by law.

GCM LP may disclose the following information to affiliated and non-affiliated companies that perform services on its behalf:

- Information received from an investor in correspondence, subscription documents, or other forms, such as the name, address, social security or tax identification number, assets, and other financial information;
- Information about an investor’s transactions with GCM LP and its affiliates, including but not limited to subscriptions and withdrawals, and the value of the investor’s fund investment.

GCM LP restricts access to an investor’s non-public information to those employees and agents of GCM LP who need to know such information in order to provide services with respect to an investor’s fund investment. GCM LP maintains physical, electronic and procedural safeguards in order to ensure the security and confidentiality of nonpublic fund investor information and to prevent unauthorized disclosure of such information.