



PHALANX
CAPITAL MANAGEMENT, LLC

Form ADV – Part 2A Firm Brochure

PHALANX CAPITAL MANAGEMENT, LLC

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This brochure provides information about the qualifications and business practices of Phalanx Capital Management, LLC (“Phalanx Capital”). If you have any questions about the contents of this brochure, please contact us at 312-930-2280 or at info@phalanxcm.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Additional information about Phalanx Capital also is available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Item 2. Material Changes

Phalanx Capital made a material change to this brochure, which amends its brochure dated March 30, 2012. Phalanx Capital disclosed its recent registration with the Commodity Futures Trading Commission and membership in the National Futures Association in Item 10 B. of this brochure.

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Item 4. Advisory Business

Phalanx Capital is an asset management company that employs an absolute-return, moderate volatility multi-strategy approach within the Japanese, Asian, and Australian markets. Its principal place of business is in Chicago, IL. Phalanx Capital commenced operations in April, 2005 and has been registered with the SEC since April 4, 2005. Christopher M. McGuire is the principal owner. Phalanx Capital Management Hong Kong Ltd. is a wholly owned subsidiary of Phalanx Capital that provides local analysis and research and has been registered with the Hong Kong Securities and Futures Commission since February 6, 2009.

Phalanx Capital provides advisory services on a discretionary basis to its clients that are private investment funds (the “Funds”) organized as Delaware limited partnerships (for investments by U.S. persons), Cayman Islands exempted companies (for investments by non-U.S. persons and tax-exempt U.S. persons) and separately managed accounts (the “Managed Accounts”). The Funds’ general partner is an affiliate of Phalanx Capital.

Currently Phalanx Capital serves as the investment manager to the Phalanx Japan AustralAsia Multi-Strategy Fund, Ltd. (the “Fund”). The Phalanx Japan AustralAsia Multi-Strategy (Cayman) Fund, Ltd. (the “Offshore Feeder”), and the Phalanx Japan AustralAsia Multi-Strategy (U.S.) Fund, L.P. (the “U.S. Feeder”) invest their assets in the Fund. Please see **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss** for more detail of the investment strategy. Phalanx Capital generally provides the same investment strategy and approach to the Managed Accounts.

Phalanx Capital may tailor its investment services to the individual needs of certain investors in the Managed Accounts. As of December 31, 2012, Phalanx Capital had approximately \$251,538,000 in regulatory assets under management on a discretionary basis and none on a non-discretionary basis.

Item 5. Fees and Compensation

As the investment manager to the Funds, Phalanx Capital receives a quarterly management fee (the “Management Fee”) in advance based on the net asset value of an investor’s capital account calculated at the rate of approximately 2.0% per annum. The Management Fee is prorated for any period that is less than a full quarter and adjusted for contributions made during the quarter. Management Fees are deducted at our instruction as described in the Funds’ Confidential Explanatory Memorandums and Confidential Private Offering Memorandum (the “Offering Documents”). The general partner of the Funds is also allocated a performance-based fee (the “Incentive Allocation”). Fees for the Managed Accounts are described in each Managed Account agreement. Please see **Item 6. Performance-Based Fees and Side-by-Side Management** for further details.

Phalanx Capital may waive or modify the Management Fee and/or the Incentive Allocation for members, employees or affiliates, relatives of such persons, and for certain large or strategic investors.

In addition, Phalanx Capital may enter into agreements with certain prospective or existing **investors** whereby such investors may be subject to terms and conditions that are more advantageous than those of other investors. These terms and conditions may be based on the size of a contribution, an agreement to maintain such investment for a significant period of time, or other similar commitment.

For example, such terms and conditions may provide for special rights to make future capital contributions to the Funds, other investment vehicles or managed accounts; special withdrawal rights, relating to frequency or notice; a reduction or rebate in fees or withdrawal penalties and/or other terms; and such other rights as may be negotiated by Phalanx Capital.

See **Item 15. Custody** for additional information regarding the deduction of fees from investor accounts.

The U.S. Feeder and Offshore Feeder funds will bear a pro rata share of the expenses such as operating and other expenses including sales expenses, legal expenses, internal and external accounting, audit and tax preparation expenses, and organizational expenses. In addition, investors will incur brokerage and other transaction costs. Please refer to **Item 12. Brokerage Practices** of this Brochure for a discussion of Phalanx Capital's brokerage practices.

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

In addition to the management fee discussed in **Item 5. Fees and Compensation**, the Funds' general partner is also paid a quarterly Incentive Allocation calculated at 20% per year, that is compensation based on a share of capital gains on or capital appreciation of the assets of an investor subject to a loss-carry forward provision. This means that no performance-based fee will be made from the capital account of an investor until any net loss previously allocated to the capital account of the investor has been offset by subsequent net profits. Any such loss-carry forward will be subject to reduction for withdrawals on a pro rata basis.

Performance-based fees for the Managed Accounts (if applicable) are calculated on an annual basis at year-end or upon redemption.

Phalanx Capital and its investment personnel provide investment management services to multiple clients. Certain client accounts may have higher asset-based fees or more favorable

performance-based compensation arrangements than other accounts. When Phalanx Capital and its investment personnel manage more than one client account a potential exists for one client to be favored over another. To mitigate the risk of favoring certain clients over others, Phalanx Capital has implemented policies and procedures intended to address conflicts of interest relating to the management of multiple client accounts and the allocation of investment opportunities.

Item 7. Types of Clients

The Funds and the Managed Accounts are Phalanx Capital's clients. Investors in the Funds and Managed Accounts consist of sophisticated individual investors, funds of funds, family offices and other business entities. Access to the Funds is limited to investors who meet specified minimum investment criteria relating to their financial holdings, investment experience, and the like.

Additional details regarding initial and additional subscription minimums are disclosed in the Offering Documents for the Funds.

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

Phalanx Capital employs an absolute-return, multi-strategy approach managing a diversified portfolio of volatility and arbitrage strategies primarily within the Japanese, Australian and Asian markets. The strategy will from time to time lean long or short as the portfolio manager finds opportunities within the marketplace.

Risk management is performed both at the portfolio and strategy level to minimize portfolio-wide, absolute downside volatility. Neutrality with respect to beta, credit spreads, and interest rates is targeted for the portfolio and strategy group but not necessarily by individual sub strategy. Volatility strategies are stress tested in custom built systems using in-house and standard scenarios. Merger arbitrage positions are modeled for single-event loss limits due to merger breakups. Equity market neutral strategies are typically shorter term and smaller in size with execution controls a primary concern.

These strategies and investments involve risk of loss to investors and investors must be prepared to bear the loss of their entire investment. Please see the Funds' Offering Documents for a more detailed description of risks.

Material Risks Relating to Investment Strategy

Emerging Markets and Non-U.S. Securities. Investing in emerging markets and the securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies, involves certain considerations comprising both risk and opportunity not typically associated

with investing in other more established economies or securities markets or in the securities of U.S. companies.

Nature of Investments. Investments generally consist of Japanese, Australian and Asian equity and debt securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Phalanx Capital correctly evaluates the nature and magnitude of the various factors that could affect the value of and return on such investments. Prices may be volatile, and a variety of factors that are difficult to predict, such as domestic or international economic and political developments, may significantly affect the results and the value of these investments.

Non-Diversification. The portfolio is relatively concentrated with respect to types of securities (i.e., equities) and issuers and is invested primarily in Japan. Accordingly, the investment portfolio may be subject to more rapid change in value than would be the case if there was a wider diversification among types of securities, issuers and geographic areas.

Use of Leverage. Phalanx Capital's strategy utilizes leverage, resulting in control of substantially more assets than equity. Leverage increases the returns if there is a greater return on investments purchased with borrowed funds than the cost of borrowing such funds. However, the use of leverage exposes the Fund to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Fund not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the assets, the Fund might not be able to liquidate assets quickly enough to repay borrowings, further magnifying losses.

Currency Hedging. While the Fund's investments are denominated in U.S. dollars, many of the underlying investments are typically denominated in multiple currencies. Accordingly, any hedging of currency exposure that is implemented primarily involves hedging back to the U.S. dollar, but in certain circumstances may involve other hedging activities. To the extent any such hedges are profitable during any month or quarter, the profits will be invested at the end of such month or quarter into the Fund's core investment portfolio. Conversely, if the hedges generate losses in any month or quarter, the Phalanx Capital may liquidate a portion of the core investment portfolio to cover such losses. There can be no assurance that such hedges will be effective.

Counterparty and Custody Risk. To the extent that Phalanx Capital makes investments in options, swaps, derivative or synthetic instruments, forward contracts, or other over-the-counter transactions (including certain equities), there may be a credit risk with regard to parties with

whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Portfolio Turnover. The investment strategy may require active trading in the portfolio, and as a result, turnover and brokerage commission expenses may significantly exceed those of other investment entities of comparable size.

Short Sales. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Reliance on the Investment Manager. Christopher McGuire is the managing member of the investment manager. There could be adverse consequences in the event that Mr. McGuire ceases to be available. The success of Phalanx Capital's strategy is therefore expected to be significantly dependent upon the expertise and efforts of Mr. McGuire.

Absence of Regulatory Oversight. The Funds are not registered under the Investment Company Act of 1940, as amended, in reliance upon an exemption available to privately offered investment companies; accordingly, the provisions of that Act (which, among other matters, require investment companies to have disinterested directors, require securities held in custody to at all times be individually segregated from the securities of any other person and marked to clearly identify such securities as the property of such investment company and regulate the relationship between the adviser and the investment company) will not be afforded to the Funds' investors.

Risks Associated with Types of Securities Primarily Recommended

Special Situations and Distressed Securities. The Fund may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Fund may invest, there is a potential risk of loss of the entire investment in such companies.

Convertible Securities. The Fund may invest in convertible securities which are securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

Arbitrage Transaction Risks. Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Examples of arbitrage strategies include event-driven arbitrage, merger arbitrage, capital structure arbitrage, convertible arbitrage, fixed income or interest rate arbitrage, debt spread arbitrage and index arbitrage. Phalanx Capital may employ any one or more of these arbitrage strategies.

There can be no assurances that arbitrage strategies will be profitable in either up or down markets, and various market conditions may be materially less favorable to certain strategies than others.

Options. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

The Fund may purchase put and call options on global equity, commodity and fixed income indices and securities to hedge against risks of market-wide price movements affecting its assets and in response to certain market events. Options on an index are similar to options on securities. Successful use of options on indices is subject to Phalanx Capital's ability to correctly predict changes in the relationship of the underlying index to the portfolio holdings.

Futures Trading. The use of futures is a specialized activity that involves investment strategies and risks different from those associated with ordinary portfolio securities transactions, and there can be no guarantee that their use will increase return or not cause large losses.

Derivatives. To the extent that Phalanx Capital invests in swaps, derivatives, forward contracts, or synthetic instruments, repurchase agreements or other over-the-counter transactions or non-

U.S. securities, there may be a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default.

Swap Agreements. Whether Phalanx Capital's use of swap agreements is successful in furthering its investment objective depends on the portfolio manager's ability to correctly predict whether certain types of investments are likely to produce greater returns than other investments. There is the risk of loss of the amount expected to be received under a swap agreement in the event of the default or bankruptcy of a swap agreement counterparty. The swaps market is a relatively new market and it is largely unregulated. It is possible that developments in the swaps market, including potential government regulation, could adversely affect Phalanx Capital's ability to terminate existing swap agreements or to realize amounts to be received under such agreements.

Item 9. Disciplinary Information

This item is not applicable.

Item 10. Other Financial Industry Activities and Affiliations

Christopher McGuire is the Managing Member of Phalanx Capital Management, LLC and is also the Managing Member of Phalanx Capital GP, LLC, the general partner of Phalanx Japan AustralAsia Multi-Strategy (U.S.) Fund, L.P. He is also a director of the Phalanx Japan AustralAsia Multi-Strategy (Cayman) Fund, Ltd.

Phalanx Capital is registered as a Commodity Pool Operator ("CPO") with the Commodity Futures Trading Commission and is a member of the National Futures Association.

Phalanx Capital has an informal arrangement with Yoichi Ichisubo, an independent adviser based in Tokyo, to provide him with a Bloomberg subscription in exchange for fundamental and market research on the Japanese market.

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

Phalanx Capital has adopted a Code of Ethics (the "Code") in accordance with rule 204A-1 of the Investment Advisers Act of 1940 (the "Adviser's Act") to promote the highest levels of ethical conduct among our partners and employees. Certain consultants may be subject to the Code at the discretion of the Chief Compliance Officer (the "CCO"). Among the purposes of the Code are to: (1) educate employees regarding our expectations and the laws governing their conduct; (2) remind employees that they are in a position of trust and must act with complete propriety at all times; (3) protect the reputation of Phalanx Capital; (4) guard against violation of

the securities laws; (5) protect our clients by deterring misconduct; and (6) establish procedures for employees to follow so that Phalanx Capital can assess whether our employees are complying with the firm's ethical principles. The Code's policies and procedures include personal trading, non-public information, gifts and business entertainment, confidentiality, political contributions and certain affirmations and certifications.

Investors or prospective investors may obtain a copy of the Code by contacting D. Brooke Gottshall, CCO, by email at brookeg@phalanxcm.com or by telephone at 312-930-2286.

Phalanx Capital and its employees may invest their personal money in the Funds and therefore such persons may indirectly hold the same securities as other investors in the Funds. Phalanx Capital's Code contains a policy that prohibits investing in personal accounts in the same securities that are recommended by Phalanx Capital to the Funds and the Managed Accounts.

The Code requires pre-approval for participation in private placements and initial public offerings. Employees and their family members are required to report all personal securities transactions quarterly and holdings upon employment and annually thereafter.

Employees are required to report gifts and business entertainment over an established amount to ensure there is no real or appearance of impropriety in business relationships.

Phalanx Capital maintains written policies and procedures that prohibit the communication of confidential or material non-public information to persons who do not have a legitimate need to know such information and to assure that Phalanx Capital is meeting its obligations to clients and remains in compliance with applicable law.

Conflicts of Interest

Phalanx Capital uses its best efforts in connection with the purposes and objectives of its clients to devote as much time and effort as may, in their judgment, be necessary to accomplish their purposes. The general partner, Phalanx Capital and any affiliates may conduct any other business, including any business within the securities industry. The general partner and Phalanx Capital may act as general partner, investment adviser or investment manager for others, may manage funds, separate accounts or capital for others, may have, make and maintain investments in their own name or through other entities and may serve as an officer, director, consultant, partner or stockholder of one or more investment funds, partnerships, securities firms or advisory firms.

To the extent a particular investment is suitable for both the Funds and other clients of Phalanx Capital, such investments are allocated between the Funds and the other clients pro rata based on

assets under management or in some other manner that Phalanx Capital determines is fair and equitable under the circumstances to all clients, including the Funds. As a result of the foregoing, Phalanx Capital may have conflicts of interest in allocating its time and activity between the Funds and other entities, in allocating investments among the Funds and other entities and in effecting transactions for the Funds and other entities, including ones in which Phalanx Capital may have a greater financial interest.

Simultaneous identical portfolio transactions for the Funds and the other clients may tend to decrease the prices received, and increase the prices required to be paid, by the Funds for their portfolio sales and purchases. Where less than the maximum desired number of shares of a particular security to be purchased is available at a favorable price, the shares purchased are allocated among the Funds and other clients in an equitable manner as determined by Phalanx Capital. Further, it may not always be possible or consistent with the investment objectives of the various persons or entities described above and of the Funds for the same investment positions to be taken or liquidated at the same time or at the same price; however, all transactions will be made on a "best execution" basis.

Item 12. Brokerage Practices

Phalanx Capital has established general criteria to determine whether a broker is qualified to provide brokerage services on behalf of its clients, and considers, among others, the following relevant factors:

- Quality of execution – accurate and timely execution, clearance and error/dispute resolution;
- Reputation, financial strength and stability of the broker;
- The difficulty of execution and the broker's ability to handle difficult trades;
- Confidentiality of trading activity;
- The broker's willingness and ability to commit capital;
- Overall costs of trades (i.e., net price paid or received) including commissions, mark-ups, mark-downs or spreads in the context of Phalanx Capital's knowledge of negotiated commission rates currently available and other current transaction costs;
- Value of research and custodial services provided by the broker that are expected to enhance Phalanx Capital's general portfolio management capabilities;
- Nature of the security and the available market makers;

- Desired timing of the transaction and size of trade;
- Counterparty risk;
- The operational facilities of the broker, including back office efficiency; and
- Market intelligence regarding trading activity.

Phalanx Capital receives research or other products or services other than execution from broker-dealers and/or third parties in connection with client securities transactions known as “soft dollars” that are covered by the safe harbor provided under Section 28(e) of the Securities Exchange Act of 1934 and are in accordance with the SEC’s 2006 interpretive guidance regarding client commission practices.

During Phalanx Capital’s last fiscal year, as a result of client brokerage commissions (or markups or markdowns), Phalanx Capital acquired software for security analysis, risk management analysis services, various market and economic data and proprietary research.

When Phalanx Capital causes clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), it may result in higher transaction costs for clients. The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, Phalanx Capital will not have to pay for the products and services itself. This creates an incentive for Phalanx Capital to select or recommend a broker-dealer based on its interest in receiving those products and services. Our traders and portfolio manager periodically review and evaluate our soft dollar practices to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer.

Item 13. Review of Accounts

The portfolio manager and risk manager review client accounts continuously to determine whether the account is appropriately positioned and whether investment objectives and policies are being followed. Reviews also occur prior to the assessment of any performance fee or incentive allocation.

Each investor receives unaudited reports of the performance of their accounts monthly and audited financial statements annually. Additionally, investors receive monthly portfolio statistics, performance summaries and commentaries from the Chief Investment Officer, Christopher McGuire.

Item 14. Client Referrals and Other Compensation

Phalanx Capital receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive to select or recommend broker-dealers based on our interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable for our investors. Please see **Item 12** for further information on our “soft-dollar” practices, including our procedures for addressing conflicts of interest that arise from such practices.

Phalanx Capital has agreements with several third-party solicitors for investor referrals, provided that, to the extent required, such arrangements and payments will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

Item 15. Custody

Phalanx Capital is deemed to have custody because it can directly access client assets. Client assets are held with banks or registered broker-dealers that are “qualified custodians.” Ernst & Young serves as the Funds’ auditor and issues audited financial statements annually within 120 days of the fiscal year end.

Item 16. Investment Discretion

Phalanx Capital provides investment advisory services on a discretionary basis to its clients, the Phalanx Japan AustralAsia Multi-Strategy Funds and the Managed Accounts. Investors in the Funds cannot impose any limitations or restrictions on the Funds’ strategy. Managed Accounts may impose limitations or restrictions as set forth in the Managed Account Agreement.

Item 17. Voting Client Securities

Phalanx Capital invests primarily in long convertible bonds and short equity. As convertible bonds and short equities are non-voting, we vote proxies only in limited circumstances. When proxy votes are cast, they will be voted in accordance with our *Proxy Voting Policies and Procedures* with the aim of furthering the best economic interest of our clients.

Investors may obtain a copy of Phalanx Capital’s proxy voting policies and procedures and information about how Phalanx Capital voted a client’s proxies by contacting D. Brooke Gottshall, CCO, by email at brookeg@phalanxcm.com or by telephone at 312-930-2286.

Item 18. Financial Information

This item is not applicable.