

Item 1 – Cover Page

Mace Capital Management, LLC

Form ADV Part 2 Brochure

This brochure provides information about the qualifications and business practices of Mace Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 212-626-6632. 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.

Additional information about Mace Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Mace Capital Management, LLC is 134605.

Mace Capital Management, LLC is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training.

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Brochure prepared on March 1, 2013

Item 2 – Material Changes

No Material Changes

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

Currently, our Brochure may be requested by contacting Steve Mace, at 212-626-6632 or stevemace@macecapitalmgmt.com.

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

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Item 3 - Advisory Business

Mace Capital Management, LLC ("Mace Capital", "We" or "the Firm") is located in New York, NY and was founded in 2005 by Steven Mace. The firm is 100% owned by Steven Mace.

Mace Capital provides investment advisory and consulting services to individuals, pension and profit sharing plans, trusts, estate and charitable organizations. Investment advice and portfolio management services are provided on a continuing basis, which includes the appropriate allocation of managed assets among cash, stocks, mutual funds and bonds. These services include non-discretionary management services.

Our assets under management as of year-end 2012 are \$30,282,211.32 on a non-discretionary basis.

One Time Advice Consultation

Clients may contract with Mace Capital to review their current financial situation and develop a strategic plan which will detail clear, actionable steps to ensure the client is positioned to meet their goals.

Item 4 - Fees and Compensation

Mace Capital's per annum asset-based fee schedule is as follows:

- 0.75% Equities
- 0.50% Fixed income
- 0.00% Cash

Mace Capital charges two separate percentages for assets under management which consists of 0.50% for fixed income and 0.75% for equities. The account size is from \$100,000 and up. There are no breakpoints. For example, if the client has \$500,000.00 all in fixed income, the client is charged 0.50% which is \$2500.00 per year. This amount is divided by four (0.1250%) and the client is charged \$625 per quarter.

The client pays Mace Capital for its investment management services based upon the client's security types as set forth in above fee schedule. Fees are calculated by multiplying the assets under management by the relevant security type and dividing such by four (4). Accounts opened in mid-quarter will be assessed at a pro-rated management fee. Fees are payable quarterly in advance. The minimum quarterly fee is \$250.00. Mace Capital may, at its discretion, negotiate a discount to the minimum quarterly fee. Fees for the initial quarter will be adjusted pro-rata based upon the number of calendar days in the calendar quarter that the Agreement goes into effect.

Fees are calculated on an incremental basis and are subject to change with thirty (30) days written notice. With regards to employee related accounts and certain other accounts, the quarterly fees may

be less, depending upon a number of factors, including portfolio size, length of employment and relationship to the employee.

One Time Consultation Fees

The client will receive a quote on the fixed fee services as defined in Mace Capital's fee schedule below:

- \$250.00 for 10 or less positions
- \$500.00 for 11-20 positions
- \$1,000.00 for 20 or greater positions

The One Time Advice Consultation fees are computed by the number of positions stated in a client's holding (custodian) statement. i.e. client has 25 individuals stocks would be charged \$1000.00. A separate Financial Planning Agreement is executed with each client using this service. Payment is due upon completion of plan.

To the extent mutual funds are selected the annual advisory fee set forth above does not include the customary fees and expenses associated with investing in mutual funds or other costs of establishing and maintaining an account with mutual funds including Rule 12b-1 fees and expenses. In addition to the annual advisory fee each mutual fund in which your assets are invested will incur separate investment advisory fees and other expenses for which you will bear a proportionate share.

Termination

Either party may terminate the advisory agreement upon thirty (30) days written notice to the other. The Client will be entitled to a pro rata refund of any pre-paid quarterly fee based upon the number of days remaining in the quarter after termination.

Fee Payment Options

Pay-by-check: At the inception of the account and each quarter thereafter, we issue you an invoice for our services and you pay us by check or wire transfer within 15 days of the date of the invoice.

Additional Fees and Expenses

The following list of fees or expenses are what you pay directly to third parties, whether a security is being purchased, sold or held in your account(s) under our management. Fees charged are by the broker dealer / custodian.

We do not receive, directly or indirectly any of these fees charged to you. They are paid to your broker, custodian or the mutual fund or other investment you hold. The fees may include:

- Brokerage commissions;
- Transaction fees;
- Exchange fees;
- SEC fees;
- Advisory fees and administrative fees charged by Mutual Funds (MF), Exchange Traded Funds (ETFs)

- Advisory fees charged by sub-advisers (if any are used for your account);
- Custodial Fees;
- Deferred sales charges (on MF or annuities);
- Odd-Lot differentials;
- Deferred sales charges (charged by MFs);
- Transfer taxes;
- Wire transfer and electronic fund processing fees;
- Commissions or mark-ups / mark-downs on security transactions ;
- Among others that may be incurred.

We are a fee only investment adviser. We do not have any potential conflicts of interest present that relate to any additional (and un-disclosed) compensation from you or your assets that we manage.

Item 5 - Performance-Based Fees and Side-By-Side Management

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 6 - Types of Clients

We provide advisory services to:

- Individuals, including high net worth individuals
- Trusts, estates and charitable organizations

Minimum Account Size

The minimum account size is typically \$100,000 which is negotiable.

Item 7 - Methods of Analysis, Investment Strategies and Risk of Loss

Our Investment Strategies

We offer several investment strategies to you and in doing so may invest in a wide range of securities and other financial instruments including:

- Equity securities
- Exchange-listed securities
- Over-the-counter securities
- Securities of foreign issuers (including ADRs, EDRs and GDRs)

- Warrants
- Restricted shares
- Local access products
- Futures
- Corporate debt
- Commercial paper
- Certificates of deposit
- United States government securities
- Municipal securities
- Mutual fund shares
- Interests in partnerships investing in real estate, oil and gas interests
- Forward contracts
- Options on futures contracts
- Cap options
- Floor options
- Interest and principal only strips
- Structured notes
- Listed and over the counter derivatives
- Mortgage related and other asset backed securities
- Bank loans
- Collateralized debt obligations
- Collateralized mortgage obligations
- Foreign currency forward agreements

As financial markets and products evolve, we may recommend investments in other instruments or securities, whether currently existing or developed in the future, when consistent with client guidelines, objectives and policies.

Security Analysis

Our security analysis methods include fundamental and cyclical analysis.

Sources of Information

In conducting security analysis, we utilize a broad spectrum of information, including financial publications, third-party research materials, annual reports, prospectuses, regulatory filings, company press releases, corporate rating services, and meetings with management of various companies.

Investment Strategies

We employ a range of investment strategies to implement the advice we give to clients including: long-term purchases, short-term purchases, margin transactions, option strategies including writing covered options, uncovered options and spreading strategies.

Frequency Trading

Strategies involving frequent trading of securities can affect investment performance.

Risk of Loss

All investments in securities include a risk of loss of your principal (invested amount) and any profits that have not been realized (the securities were not sold to “lock in” the profit). As you know, stock markets, bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that may be out of our control. We will do our very best in the management of your assets; however, we cannot guarantee any level of performance or that you will not experience a loss of your account assets. Investing in securities involves risk of loss that clients should be prepared to bear.

Item 8 - Disciplinary Information

We not have any legal, financial or other disciplinary item(s) to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a client / adviser relationship, or to continue a client /adviser relationship with us.

Item 9 - Other Financial Industry Activities and Affiliations

Steven Mace is a licensed insurance agent, and as such, may on occasion offer insurance related products to the clients of Mace Capital.

Item 10 - Code of Ethics

No security may be bought or sold by a principal or employee of Mace Capital before client's accounts have had the opportunity to make such transactions as appropriate. Mace Capital employees will not receive a more favorable execution price on a particular day than those received by Mace Capital's investment advisory clients. Employees of Mace Capital may purchase for themselves similar or different securities as are recommended for investment advisory clients of the Firm, and different securities or transactions may be affected or recommended for different investment advisory clients of the Firm.

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All employees of Mace Capital Management, LLC must acknowledge and follow the terms of the Code of Ethics annually, or as amended.

Participation in Client Transactions

Employees of the Firm may trade for their own accounts in securities which are recommended by Mace Capital Management, LLC's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been

designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Mace Capital Management, LLC's clients.

Personal Trading

Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Mace Capital Management, LLC and its clients.

Prohibition on Use of Insider Information

We have also adopted policies and procedures to prevent the misuse of "insider" information (material, non-public information). A copy of such policies and procedures is available to any person upon request.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Part 2.

Item 11 - Brokerage Practices

Mace Capital does not exercise discretion. We do not withdraw either cash or securities from the client's account(s). We must seek client approval in writing before directing the investments and or transactions for the client accounts. In managing investment portfolios, Mace Capital acts in a manner in keeping with what it understands and believes to be the best interests of the client. The majority of Mace Capital's clients are custodied at Charles Schwab. All existing and prospective clients have the option to choose either Charles Schwab or any other broker/dealer of their preference.

Research Services/Soft Dollars

Mace Capital may receive from custodians, without cost, software and support, which allows Mace Capital to better monitor and service client accounts. The firm may receive the software and support without cost because Mace Capital renders investment advisory services to clients that maintain accounts with certain custodians.

Item 12 - Review of Accounts

Steven Mace, President, will review all accounts on a monthly basis to insure that each transaction is: (i) suitable to the respective client's investment objectives; (ii) meets that client's quality standards; and (iii) to make sure that their investment objectives are still pertinent to the managed account arrangement. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances or the market economic or political environment.

Mace Capital issues quarterly reports to clients, which generally report and are intended to demonstrate the performance of account assets as well as providing an asset-holding summary and contributions/withdrawals for the term. Additionally the client receives an annual performance report for each calendar year, summarizing all portfolio activity for the year. The clients also receive brokerage transaction confirmations and monthly statements from the custodian of the account.

Item 13 - Client Referrals and Other Compensation

Steven Mace may receive benefit in the form of insurance purchases and sales by clients.

Item 14 - Custody

We do not have custody of client assets. Therefore, each client must select a custodian and may be required to pay custodian fees. Also, clients will incur brokerage and other transaction costs in the course of our management of their accounts. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Mace Capital urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 15 - Investment Discretion

We do not accept or have any discretionary authority to manage securities accounts on behalf of clients.

Wrap Account Management

We do not participate in the management of wrap account programs.

Item 16 - Voting Client Securities

As a matter of firm policy and practice, Mace Capital does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Performance Presentation Standards

We do not participate in performance reporting.

Item 17 - Financial Information

Mace Capital does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

We do not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, therefore have no material additional financial disclosures to make.

Business Continuity Plan

We have a Business Continuity Plan that addresses how the Firm will respond to events that may disrupt its business. If the main telephone line is inactive, the emergency number is 631-903-3514. If the emergency line is down, please contact your custodian. We will resume operations as quickly as possible (preferably within twenty-four hours) depending on the severity of the business disruption. Our Business Continuity Plan covers data backup and recovery, mission critical systems financial and operational assessments, alternative communications, alternate business locations, regulatory reporting and the assurance of prompt access to funds and securities for our customers. Additional details regarding the firm's Business Continuity Plan are available upon request.

Privacy Notice to Customers

We do not disclose nonpublic personal information about our individual clients or former clients except as permitted by law. We restrict access to nonpublic personal information about you (that we may obtain from your account and your transactions) to those employees who need to know that information to provide products or services to you or to alert you to new, enhanced or improved products or services we provide. We maintain physical, electronic and procedural safeguards that comply with federal standards to safeguard your nonpublic personal information.

Form ADV Part 2 Brochure Supplement

Steven Mace

Mace Capital Management, LLC

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Brochure Supplement prepared on March 1, 2013

This Brochure Supplement provides information about Steven Mace that supplements Mace Capital Management, LLC's Form ADV Part 2A Brochure. Please contact Steven Mace, President and Chief Compliance Officer if you did not receive Mace Capital Management, LLC's Brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Steven Mace

Born in 1960

Education

B.B.A. in Finance from Bernard M. Baruch College, The City University of New York in 1985.

Background for preceding five (5) years

Mace Capital Management, LLC; 2/2005 to Present, President and Chief Compliance Officer

Allianz Life Insurance Company of New York; 03/2008 to Present, Agent

Charles Schwab & Co, Inc.; 1997 to 12/2004, Investment Specialist II

Disciplinary Information

Steven Mace has not been a party to a criminal or civil action in a domestic, foreign or military court, been a party to an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority or been a party to a self-regulatory proceeding.

Other Business Activities

Steven Mace is a licensed insurance agent with Allianz Life Insurance Company of New York. This activity utilizes approximately five (5%) percent of Mr. Mace's time.

Additional Compensation

Steven Mace may receive compensation for selling insurance products.

Supervision

Steven Mace is the President and Chief Compliance Officer of Mace Capital Management, LLC; therefore, he is responsible for his own supervision. Additionally, Steve Mace ensures the firm is adhering to applicable laws, regulations and firm policies. He can be contacted at 212-626-6632.