

**INVESTMENT ADVISER BROCHURE**

**SUMMIT PARTNERS, L.P.**

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**March 31, 2011**

**This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Summit Partners, L.P. (“Summit Partners”). If you have any questions about the contents of this Brochure, please contact us at (617) 824-1000. 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 authority.**

Summit Partners is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). However, such registration does not imply a certain level of skill or training.

Additional information regarding Summit Partners is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Summit Partners, L.P. Brochure**

### **Section 1. Advisory Business**

Summit Partners, the registered investment adviser, is a Delaware limited partnership. Summit Partners and its affiliated investment advisers provide “investment supervisory services” to their clients, which consist of private investment-related funds. Summit Partners has been in business since 1984. Summit Partners is primarily controlled by its manager, Summit Master Company, LLC.

The following are certain of the affiliated advisers of Summit Partners (collectively, the “**Advisers**”):

#### **General Partners**

- Summit Partners SD II, LLC (“**Summit SD II GP**”)
- Summit Partners IV, L.P. (“**Summit IV GP**”)
- Summit Partners SD III, L.P. (“**Summit SD III GP**”)
- Summit Partners V, L.P. (“**Summit V GP**”)
- Summit Accelerator Partners, LLC (“**SAP GP**”)
- Summit Partners VI (GP), L.P. (“**Summit VI GP**”)
- Summit Partners VC II, L.P. (“**Summit VC II GP**”)
- Summit Partners PE VII, L.P. (“**Summit VII GP**”)
- Summit Partners SD IV, L.P. (“**Summit SD IV GP**”)
- Summit Partners Europe, L.P. (“**Summit Europe GP**”)
- Summit Partners GE VIII, L.P. (“**Summit GE VIII GP**”)
- Summit Partners VC III, L.P. (“**Summit VC III GP**”)

#### **Management Companies**

- Stamps, Woodsum & Co. IV (“**SW IV**”)
- Summit Partners, LLC (“**Summit Management**”)
- Summit Partners SD III, LLC (“**Summit SD III Management**”)
- Summit Partners VI (GP), LLC (“**Summit VI Management**”)

- Summit Partners VC II, LLC (“**Summit VC II Management**”)
- Summit Partners PE VII, LLC (“**Summit VII Management**”)

The Advisers’ clients include the following (collectively the “**Partnerships**” or the “**Funds**,” and together with any future private investment fund to which Summit Partners or its affiliates provide investment advisory services, “**Private Investment Funds**”):

- Summit Subordinated Debt Fund II, L.P.
- Summit Ventures IV, L.P.
- Summit Ventures V, L.P.
- Summit V Companion Fund, L.P.
- Summit V Advisors Fund, L.P.
- Summit V Advisors Fund (QP), L.P.
- Summit Ventures VI-A, L.P.
- Summit Ventures VI-B, L.P.
- Summit VI Advisors Fund, L.P.
- Summit VI Entrepreneurs Fund, L.P.
- Summit Accelerator Fund, L.P.
- Summit Accelerator Founders Fund, L.P.
- Summit Subordinated Debt Fund III-A, L.P.
- Summit Subordinated Debt Fund III-B, L.P.
- Summit Partners Venture Capital Fund II-A, L.P.
- Summit Partners Venture Capital Fund II-B, L.P.
- Summit Partners Private Equity Fund VII-A, L.P.
- Summit Partners Private Equity Fund VII-B, L.P.
- Summit Partners Subordinated Debt Fund IV-A, L.P.
- Summit Partners Subordinated Debt Fund IV-B, L.P.
- Summit Partners Europe Private Equity Fund, L.P.

- Summit Partners Growth Equity Fund VIII-A, L.P.
- Summit Partners Growth Equity Fund VIII-B, L.P.
- Summit Partners Venture Capital Fund III-A, L.P.
- Summit Partners Venture Capital Fund III-B, L.P.

The general partner entities listed above each serve as general partner to one or more Funds (the “**General Partners**,” and together with the management companies, the “**Management Companies**,” and Summit Partners, the “**Managers**”) and have the authority to make the investment decisions for the Funds to which they provide advisory services. Summit Partners provides the day to day advisory services for the Funds. Summit Partners Limited, a UK FSA-authorized adviser, provides non-discretionary investment advisory services to Summit Partners with respect to certain non-U.S. investments. Pursuant to an investment management agreement, Bank of America Global Capital Management (“**BOA Global**”) provides discretionary investment advisory services with respect to the short-term investment of the Funds’ cash balances under the general oversight of the Advisers. Summit Partners is the sole member and manager of Summit Investors Management, LLC, the manager and general partner of private investment funds formed to allow employees of Summit Partners and its affiliates, as well as certain other persons, to invest in certain portfolio investments made by certain of the Funds.

The Funds and any other Private Investment Funds that may be formed by a General Partner (or its affiliates) at a later date or that may otherwise become clients of a General Partner are expected to invest through negotiated transactions in operating entities. The Managers’ investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for such investments. Investments are made predominantly in non-public companies, although investments in public companies are permitted. From time to time, the senior principals or other personnel of the Managers or their affiliates may serve on a portfolio company’s board of directors or otherwise act to influence control or management of portfolio companies held by the Funds.

The Managers’ advisory services for Private Investment Funds are further described in the applicable private placement memoranda and limited partnership agreements, as well as below under “Methods of Analysis, Investment Strategies and Risk of Loss” and “Investment Discretion.” Investors in Private Investment Funds participate in the overall investment program for the applicable Fund, but may be excused from a particular investment due to legal, regulatory or other applicable constraints.

As of December 31, 2010, Summit Partners managed \$5,232,079,956 in client assets on a discretionary basis.

## **Section 2. Fees and Compensation**

With respect to the Funds, each Fund’s General Partner receives an annual management fee (the “**Management Fee**”) and a carried interest in connection with advisory services. The General Partners or other Summit entities or affiliates may receive additional compensation in connection

with management and other services performed for certain portfolio companies of Private Investment Funds and such additional compensation will offset in whole or in part the Management Fees otherwise payable to the applicable General Partner. Investors in the Funds also bear certain fund expenses. The Management Fees paid with respect to certain categories of Funds and which, in most part, are ultimately received by Summit Partners are listed below.

1. Private Equity/Growth Equity/Venture Funds

*Summit Ventures IV, L.P.; Summit Ventures V, L.P.; Summit V Companion Fund, L.P.; Summit V Advisors Fund, L.P.; Summit V Advisors Fund (QP), L.P.; Summit Ventures VI-A, L.P.; Summit Ventures VI-B, L.P.; Summit VI Advisors Fund, L.P.; Summit VI Entrepreneurs Fund, L.P.; Summit Partners Venture Capital Fund II-A, L.P.; Summit Partners Venture Capital Fund II-B, L.P.; Summit Partners Private Equity Fund VII-A, L.P.; Summit Partners Private Equity Fund VII-B, L.P.; Summit Partners Europe Private Equity Fund, L.P.*

Each Fund pays a Management Fee equal to 1.125% of investor capital commitments to the Fund (“**Commitments**”) in year one, 2.00% of Commitments in year two, and 2.25% of the Commitments in years three through six, declining 10% in each year after year six.

*Summit Partners Growth Equity Fund VIII-A, L.P.; Summit Partners Growth Equity Fund VIII-B, L.P.; Summit Partners Venture Capital Fund III-A, L.P.; Summit Partners Venture Capital Fund III-B, L.P.*

Each Fund pays a Management Fee equal to 1.00% of Commitments in year one, 1.85% of Commitments in year two, and 2.00% of the Commitments in years three through six, declining 10% in each year after year six.

2. Private Debt Funds

*Summit Subordinated Debt Fund II, L.P.; Summit Subordinated Debt Fund III-A, L.P.; Summit Subordinated Debt Fund III-B, L.P.; Summit Partners Subordinated Debt Fund IV-A, L.P.; Summit Partners Subordinated Debt Fund IV-B, L.P.*

Each Fund pays a Management Fee equal to 0.5% of Commitments plus 1% of the aggregate capital contributed to the Fund. In years eight, nine, and ten, the annual Management Fee is reduced by 10% each year.

3. Summit Accelerator Funds

*Summit Accelerator Fund, L.P.; Summit Accelerator Founders Fund L.P.*

The Funds pay a Management Fee equal to 2% of Commitments in years one through ten.

The Management Fee is typically payable by the Fund to the applicable General Partner monthly in arrears. In some cases, the Management Fee may be reduced where the term of a Fund is extended pursuant to the Fund’s partnership agreement (the “**Partnership Agreement**”) or where a particular subsequent Fund is formed.

Typically, the Management Fee is reduced by directors' fees, consulting fees, and any transaction fees and certain other fees paid by portfolio companies to a Manager or its senior principals and other personnel. Under certain of the Funds' Partnership Agreements, the General Partner waives or agrees to, or may waive or agree to, a reduction of amounts of the Management Fee, and any waived or reduced portion of such Management Fee reduces the amount of capital contributions the General Partner would otherwise be required to contribute to the Fund. Any waived portion of a Management Fee installment may be treated as a deemed capital contribution by the General Partner in respect of the General Partner's Commitment.

The Management Fee generally will be payable until all of a Fund's portfolio investments are distributed or sold or until the General Partner's relationship with the Fund is terminated for other reasons (as described in each Fund's Partnership Agreement). In addition, each Fund's General Partner will receive a carried interest from investors in the Funds generally ranging from 20% to 25% of all realized profits (as more fully described in each Fund's Partnership Agreement). In certain limited instances with respect to the Summit Accelerator Founders Fund, L.P. and Summit VI Entrepreneurs Fund, L.P., a lower carried interest is charged. Additional information regarding the carried interest paid to each General Partner is provided in the Form ADV Part 2 for each General Partner. The carried interest distributed to a General Partner typically is subject to a potential giveback at the end of the life of the applicable Fund if the General Partner has received excess cumulative distributions.

For certain Funds, the General Partners and/or their affiliates generally may exempt certain persons from payment of all or a portion of Management Fees and/or carried interest, including the General Partner and any other person designated by the General Partner. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by a General Partner and/or its affiliates, or through private investment vehicles which co-invest with the Funds.

It is expected that any similar future Private Investment Funds will have a similar fee structure.

The Funds and other Private Investment Funds generally invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the Partnership Agreement, over the term of the applicable Fund, and investors generally are not permitted to withdraw or redeem interests in the Fund.

Managing Directors of Summit Partners may receive a portion of the Management Fee, carried interest or other compensation received by Summit Partners or its affiliates.

Summit Partners Limited is compensated for its non-discretionary investment advisory services to Summit Partners out of the management fee received by Summit Partners.

For its investment advisory services with respect to the short-term investment of the Funds' cash balances, certain of the Funds pay BOA Global an annual fee of 0.12%, billed quarterly in arrears, based on the market value of daily average assets under BOA Global's management. To the extent that BOA Global invests any portion of the cash balances in mutual funds, the fee for such investments increases to 0.20%. BOA Global's fee is in addition to fees and carried interest received by the General Partner.



As described in each Fund's Partnership Agreement, a Fund will typically pay all organizational and start-up expenses of the Fund and the applicable General Partner, which may include investment adviser registration expenses of the General Partner (generally subject to a specified cap), including legal, travel, accounting, filing, capital raising and other organizational expenses. A Fund will not ultimately bear any investment banking or private placement fee incurred in connection with the organization of the Fund. In addition to the Management Fee and carried interest payable to the General Partner, a Fund will typically bear all other costs and expenses of the Fund that are not reimbursed by portfolio companies, which may include, without limitation, legal, auditing, consulting, financing, accounting and custodian fees and expenses; out of pocket expenses incurred in connection with transactions not consummated; expenses of the members of the Fund's advisory board; other expenses associated with the acquisition, holding and disposition of its investments, including extraordinary expenses (such as litigation, if any) and any taxes, fees or other governmental charges levied against the Fund.

Subject to a Fund's Partnership Agreement, the applicable General Partner (together with any management company and Summit Partners) will generally bear the normal and recurring operating and administrative expenses of the Fund, including, but not limited to, compensation of all of the General Partner's professional personnel and fees and expenses for administrative services, office space and facilities.

Brokerage fees may be incurred by the applicable Fund in accordance with the practices set forth in Section 9 below.

### **Section 3. Performance-Based Fees and Side-By-Side Management**

As discussed under Section 2 ("Fees and Compensation") above, Summit Partners or its affiliates receive a carried interest allocation on certain realized profits in the Funds. A performance-based allocation is an allocation representing an asset manager's compensation based on a percentage of net profits of the fund being managed. Through a wholly owned entity, Summit Partners advises certain private investment vehicles formed to allow employees of Summit Partners and its affiliates, as well as certain other persons, to invest in certain portfolio investments made by the Funds and other Private Investment Funds. Such private investment vehicles do not charge management fees and are not subject to carried interest. However, Summit Partners does not believe this creates a conflict of interest with respect to the Funds. See Section 5, "Methods of Analysis, Investment Strategies and Risk of Loss," for further discussion of conflicts of interest.

### **Section 4. Types of Clients**

Summit Partners provides investment advice to Private Investment Funds, including the Funds. Private Investment Funds are investment partnerships or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the "**Investment Company Act**"). The investors participating in Private Investment Funds may include individuals, banks or thrift institutions, other investment entities, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of Summit Partners and its affiliates.

The Funds generally have a minimum investment in the range of \$1 million to \$5 million for third-party investors, which may be waived by the General Partners, but generally will not be less than \$100,000 (or other amounts as specified by local laws and regulations).

## **Section 5. Methods of Analysis, Investment Strategies and Risk of Loss**

### **General**

The principal investment strategy of the Managers is to achieve long-term capital appreciation, primarily by acquiring equity and equity-related securities and debt in private growth-oriented companies. Summit Partners invests in growth companies across many industry categories. The primary industries in which Summit Partners has invested to date include business services, communications technology and services, consumer products, education, energy, financial services, healthcare and life sciences, industrial products, Internet and information services, media and entertainment, semiconductors and electronics, and software.

For Summit Subordinated Debt Fund II, L.P., the applicable Managers seek to achieve current income and significant long-term capital appreciation by investing in profitable, well managed private middle-market companies.

For Summit Subordinated Debt Fund III, L.P., the applicable Managers seek to achieve long-term capital appreciation and current income by investing in profitable, well managed, private emerging growth companies.

For Summit Partners Subordinated Debt Fund IV, L.P., the applicable Managers seek current income and long-term capital appreciation primarily by acquiring subordinated debt, preferred stock, or other interests senior to common equity, together with equity securities (or rights to acquire equity securities) in management buyouts, recapitalizations, and other growth opportunities.

For Summit Accelerator Fund, L.P. and Summit Accelerator Founders Fund, L.P., the applicable Managers seek to achieve significant long-term capital appreciation by investing principally in well managed private emerging-growth companies.

*There can be no assurance that the Managers will achieve the investment objectives of the Funds, and a loss of investment may be possible.*

### **Investment and Operating Strategy**

The Managers seek to provide returns to investors by (i) using research and contacts to identify investments that the Managers believe are attractive, (ii) performing rigorous analysis and due diligence to select and structure investments, and (iii) providing significant resources to portfolio companies.

*Identification of Investment Opportunities.* The Managers originate many of the Funds' investment opportunities internally by identifying and researching industries of interest and actively pursuing leading companies within those industries, including by cold calling executives of such companies. In addition, the Managers develop contacts with research analysts and

industry associations, as well as entrepreneurs, venture capitalists, investment bankers, investors, business brokers, accountants, lawyers, placement firms, and consultants, which contacts generate a significant number of investment opportunities.

*Rigorous Analysis and Diligence.* With respect to the investment opportunities that the Managers pursue actively, the Managers engage in in-depth discussions with management and conduct initial due diligence, arriving at a limited number of investments that become portfolio companies in the Funds. In evaluating potential investments, the Managers consistently maintain high standards of due diligence, engaging a team of Manager professionals who study opportunities and complete extensive management, customer, and industry reference checks.

*Managing Investments.* The Managers place great importance on holding a seat on the board of each portfolio company or on having a contractual right to attend board meetings. The Managers may provide significant resources to portfolio companies, including contacts, advice, and assistance with matters such as staffing, marketing, strategic direction, public and private financing, and mergers and acquisitions.

*Realization of Liquidity.* The Managers have a record of identifying and making attractively priced investments in promising companies and in realizing liquidity on a timely basis. The principal methods by which the Managers expect the Funds to realize gains are by sale of securities in the public market or by merger or sale of portfolio companies with or to larger corporations or to financial buyers. In many Fund investments, the Managers seek to have a controlling position and the ability to influence or control the timing and method of exit. The Managers continually review investment positions for liquidity alternatives and work with portfolio companies in planning for and realizing liquidity for investors.

## **Types of Investments**

The Funds generally will invest in operating or financial entities, including other investment entities that invest in operating companies such as partnerships or limited liability companies. Equity-related securities may include common stock, preferred stock, warrants, convertible debt, partnership or similar interests in operating entities, options and other derivative type securities. While not their principal focus, the Funds may from time to time invest in cash instruments or short-term debt instruments, including mutual funds which invest in such instruments, pending investment, reinvestment or distribution to their investors. The Funds will hold a substantial portion of their assets in restricted securities, but generally will seek registration rights or other liquidity features in connection with investments to enable them to exit the investment at an appropriate point under the individual circumstances of each investment. The Funds may use leverage in connection with their investments.

From time to time, the Managers may engage in derivatives transactions for the Private Investment Funds, including option, interest rate, currency and similar transactions. Derivatives transactions will generally be used for hedging purposes.

## **Risks of Investment**

A Fund and its investors bear the risk of loss that the applicable General Partner's investment strategy entails. The risks involved with the General Partner's investment strategy and an

investment in a Fund are detailed in each General Partner's Form ADV Part 2 and in the Fund's private placement memorandum. In general, these risks include, but are not limited to:

1. *Business Risks.* The Fund's investment portfolio will consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.
2. *Future and Past Performance.* The performance of the Managers' prior investments is not necessarily indicative of the Fund's future results. While the General Partner intends for the Fund to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that the targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.
3. *Investment in Junior Securities.* The securities in which the Fund will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect the Fund's investment once made. In the event any portfolio company cannot generate adequate cash flow to meet debt service, the Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the Fund's returns.
4. *Concentration of Investments.* The Fund will participate in a limited number of investments and may seek to make several investments in one industry or one industry segment. As a result, the Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or industry may substantially affect the Fund's aggregate return. Furthermore, to the extent that the capital raised is less than the targeted amount, the Fund may invest in fewer portfolio companies and thus be less diversified.
5. *Lack of Sufficient Investment Opportunities.* It is possible that the Fund will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring private equity and related subordinated debt transactions is highly competitive and involves a high degree of uncertainty. However, limited partners will be required to pay annual management fees based on the entire amount of their Commitments.
6. *Dynamic Investment Strategy.* While the General Partner generally intends to seek attractive returns for the Fund primarily through making control-oriented investments in growth companies (or, in the case of venture capital Funds, venture and early-stage investments) as described herein, the General Partner may pursue additional investment strategies and may modify or depart from its initial investment strategy, investment process and investment techniques as it determines appropriate and to the extent not prohibited by the Fund's operating documents. The General Partner may pursue investments outside of the industries and sectors in which the Firm has previously made investments or has internal operational experience.
7. *Illiquidity; Lack of Current Distributions.* An investment in the Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before income or gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is generally expected that this will not occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating the Fund (including the annual management fee payable to the General Partner) may exceed its income, thereby requiring that the difference be paid from the Fund's capital, including, without limitation, unfunded Commitments.
8. *Leveraged Investments.* The Fund may make use of leverage by having a portfolio company incur debt to finance a portion of its investment in such portfolio company. Leverage generally magnifies both the Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which state is difficult to accurately forecast. During times when credit markets are tight, it may be difficult to obtain or maintain the desired degree of leverage. Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital

needs. The leveraged capital structure of portfolio companies will increase the exposure of the Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate, and magnify declines in the value of the Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet debt service, the Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Furthermore, should the credit markets be tight at the time the Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which the Fund will invest generally will not be rated by a credit rating agency.

9. Limited Transferability of Fund Interests. There will be no public market for the Fund interests and none is expected to develop. There are substantial restrictions upon the transferability of Fund interests under the Partnership Agreements and applicable securities laws. In general, withdrawals of Fund interests are not permitted. In addition, Fund interests are not redeemable.
10. Restricted Nature of Investment Positions. Generally, there will be no readily available market for Fund investments and hence, most of the Fund's investments will be difficult to value. Certain investments may be distributed in kind to the partners.
11. Reliance on the General Partner and Portfolio Company Management. Control over the operation of the Fund will be vested with the General Partner, and the Fund's future profitability will depend largely upon the business and investment acumen of the principals of the Managers (the "Principals"). The loss or reduction of service of one or more of the Principals could have an adverse effect on the Fund's ability to realize its investment objectives. Limited partners generally have no right or power to take part in the management of the Fund and as a result, the investment performance of the Fund will depend on the actions of the General Partner. Although the General Partner will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the Fund generally intends to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with the Fund's objectives.
12. Projections. Projected operating results of a company in which the Fund invests normally will be based primarily on financial projections prepared by each company's management. In all cases, projections are only estimates of future results that are based upon information received from the company and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.
13. New Withholding Tax on Certain Non-U.S. Entities. Legislation enacted on March 18, 2010 generally imposes, beginning January 1, 2013, a new withholding tax of 30% that will apply to distributions from the Fund to non-U.S. entities in respect of most payments attributable to investments in the United States, including distributions attributable to dividends, interest and gross proceeds of a disposition of stock (including a liquidating distribution from a corporation), unless the foreign entity complies with certain conditions or an exception applies.
14. Conflicting Investor Interests. Limited partners may have conflicting investment, tax, investment policy and other interests with respect to their investments in the Fund, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the General Partner regarding an investment that may be more beneficial to one limited partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, the General Partner generally will consider the investment and tax objectives of the Fund and its Partners as a whole, not the investment, tax or other objectives of any limited partner individually.

15. *Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes.* United States financial reform legislation enacted on July 21, 2010 (the “**Dodd-Frank Act**”) enhances governmental scrutiny and increases regulation of the private equity industry. Among other things, the Dodd-Frank Act imposes increased recordkeeping and reporting obligations on the Managers with respect to the Fund. Records and reports relating to the Fund that must be maintained by the Managers and are subject to inspection by the SEC include: (i) assets under management and use of leverage; (ii) side arrangements or side letters; (iii) valuation policies and practices of the Fund; (iv) type of assets held; (v) investment positions; (vi) trading practices; and (vii) such other information as the SEC, in consultation with the Financial Stability Oversight Council, determines is necessary and appropriate. While the Dodd-Frank Act subjects such records and reports to certain confidentiality provisions and provides an exemption from the Freedom of Information Act, no assurance can be given that the mandated disclosure of records or reports to the SEC or other governmental entities will not have a significant negative impact on the Fund, the Managers, or any investor in the Fund. There can be no assurance that the implementation of this new law will not have an adverse impact on the Fund’s activities, including the ability of the Fund to implement operating improvements, execute its investment strategy or otherwise achieve its investment objectives.

The combination of recent scrutiny of private equity firms (along with other alternative asset managers) and their investments by various politicians, regulators and market commentators, and the public perception that certain alternative asset managers, including private equity firms, contributed to the recent downturn in the U.S. and global financial markets, may complicate or prevent the Fund’s efforts to consummate investments, both in general and relative to competing bidders outside of the alternative asset space. As a result, the Fund may invest in fewer transactions or incur greater expenses or delays in completing investments than it otherwise would have.

Additionally, Congress has recently considered proposed legislation that would treat certain income allocations to service providers by partnerships such as the Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes. Under current law, such income allocations to service providers are treated as allocations of such partnership’s income, which may be taxed at lower rates than ordinary income. Enactment of any such legislation, whether during or after the initial closing of the Fund, could adversely affect the Principals, Summit employees or other individuals associated with the Fund or the Firm who were or may in the future be granted direct or indirect interests in the General Partner entitling such persons to benefit from carried interest. This may reduce such persons’ after-tax returns from the Fund and the General Partner, which could make it more difficult for the General Partner and its affiliates to incentivize, attract and retain individuals to perform services for the Fund.

16. *Need for Follow-On Investments.* Following its initial investment in a given portfolio company, the Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful portfolio company. There is no assurance that the Fund will make follow-on investments or that the Fund will have sufficient funds to make all or any of such investments. Any decision by the Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment. Additionally, such failure to make such investment may result in a lost opportunity for the Fund to increase its participation in a successful portfolio company or the dilution of the Fund’s ownership in a portfolio company if a third party invests in such portfolio company.
17. *Non-U.S. Investments.* The Fund may invest in portfolio companies that are organized or have substantial sales or operations outside of the United States, its territories and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Fund), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Fund and/or the partners with respect to the Fund’s income and possible non-U.S. tax return filing requirements for the Fund and/or the partners.

The Fund’s investments may be made in currencies other than the currency in which the Fund’s accounts are maintained. The value of an investment may fall substantially as a result of fluctuations in the currency

of the country in which the investment is made as against the value of the currency in which the Fund's accounts are maintained. The General Partner may (but is not obligated to) endeavor to manage currency exposures using hedging techniques where available and appropriate. The Fund may incur costs related to currency hedging arrangements. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis, or that such hedging arrangement will achieve the desired effect.

Additional risks include: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed regulatory institutions and (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

18. Significant Adverse Consequences for Default. The Partnership Agreements provide for significant adverse consequences in the event a limited partner defaults on its Commitment or any other payment obligation. In addition to losing its right to potential distributions from the Fund, a defaulting limited partner may be forced to transfer its interest in the Fund for an amount that is less than the fair market value of such interest and that may be paid over a designated period following the liquidation of the Fund, without interest.
19. Dilution. Limited partners admitted to the Fund at subsequent closings will participate in then-existing investments of the Fund, thereby diluting the interest of existing limited partners in such investments. Although any such new limited partner will be required to contribute its pro rata share of previously made capital contributions, there can be no assurance that this contribution will reflect the fair value of the Fund's existing investments at the time of such contributions.
20. General Partner's Carried Interest. The fact that the General Partner's carried interest is based on a percentage of net profits may create an incentive for the General Partner to cause the Fund to make riskier or more-speculative investments than otherwise would be the case.
21. Transfer by General Partner. To the extent the General Partner, its partners, the Principals and/or their respective affiliates commit to make an investment in the Fund, a material participation in or a portion of such investment may thereafter be transferred to others, subject to any express limitations thereon in the Partnership Agreements or under applicable law or regulation.
22. Public Company Holdings. The Fund's investment portfolio may contain securities issued by publicly held companies. Such investments may subject the Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the Fund to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members, including the Principals and increased costs associated with each of the aforementioned risks.
23. Director Liability. The Fund will often obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes the Fund's representatives and ultimately the Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability.
24. Delayed Schedule K-1s and Tax Information. The Fund may not be able to provide final Schedule K-1s or other annual tax information to limited partners for any given fiscal year until after April 15 of the following year. The General Partner will endeavor to provide limited partners with final Schedule K-1s or other annual tax information on or before such date, but final Schedule K-1s or other annual tax information may not be available until the Fund has received tax-reporting information from its portfolio companies necessary to prepare final Schedule K-1s or other annual tax information. Limited partners may be required to obtain extensions of the filing dates for their U.S. federal, state and local income tax returns.

Each prospective investor should consult with its own adviser as to the advisability and tax consequences of an investment in the Fund.

25. *Uncertain Economic and Political Environment.* The current global economic and political climate is one of uncertainty. Prior acts of terrorism in the United States, the threat of additional terrorist strikes and the fear of a prolonged global conflict have exacerbated volatility in the financial markets and can cause consumer, corporate and financial confidence to weaken, increasing the risk of a “self-reinforcing” economic downturn. The availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, continues to be restricted. This may have an adverse effect on the economy generally and on the ability of the Fund and its portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of their businesses. A climate of uncertainty may reduce the availability of potential investment opportunities and increase the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections.
26. *Market Conditions.* Any material change in the economic environment, including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates, could have a negative impact on the performance and/or valuation of the portfolio companies. The Fund’s performance can be affected by deterioration in public markets and by market events, such as the onset of the credit crisis in the summer of 2007, which can impact the public market comparable earnings multiples used to value privately held portfolio companies. Movements in foreign exchange rates may adversely affect the value of investments in portfolio companies and the Fund’s performance. Following the onset of the credit crisis, the rate of investment by private funds slowed and may continue to do so as the pricing of new transactions adjusts to reflect the current economic uncertainty and any continued lack of credit in the markets. Holding periods are also likely to be longer if the rate of realizations remains slow in light of any continuing deterioration in market conditions for initial public offerings or further decline in merger and acquisition activity. The value of publicly traded securities may be volatile and such securities may be difficult to sell as a block, even following a realization through listing. The impact of the credit crisis may also affect the Fund’s ability to raise funding to support its investment objective and the level of profitability achieved upon realizations of investments.
27. *Continued Deterioration of Credit Markets May Affect Ability to Finance and Consummate Investments.* The deterioration of the global credit markets starting in 2007 made it more difficult for investment funds such as the Fund to obtain favorable financing for investments. A widening of credit spreads, coupled with the deterioration of the sub-prime and global debt markets and a rise in interest rates, dramatically reduced investor demand for high yield debt and senior bank debt, which in turn led some investment banks and other lenders to be unwilling to finance new private equity investments or to only offer committed financing for these investments on unattractive terms. The Fund’s ability to generate attractive investment returns may be adversely affected to the extent the Fund is unable to obtain favorable financing terms for its investments. Moreover, to the extent that such marketplace events are not temporary and continue, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such marketplace events also may restrict the ability of the Fund to realize its investments at favorable times or for favorable prices.

## **Conflicts of Interest**

At any given time, Summit Partners and its affiliates will typically manage several other Private Investment Funds in addition to a given Fund, which may include investments similar to those in which it will be investing or have investments in portfolio companies in the form of securities or other investments that are not the principal focus of such Fund, and may direct certain relevant investment opportunities to those Private Investment Funds and with respect to such investments. In the event such other Private Investment Funds have made investments in portfolio companies that a given Fund may also be interested in, the Partnership Agreement may prohibit investments in such portfolio companies by the Fund without consent of the Fund’s advisory board. If such



consent is obtained, the Fund and such other Private Investment Funds may purchase different classes of debt and/or equity of the same portfolio company. In addition, certain of the Funds contemplate that such Funds generally will concurrently invest with other Private Investment Funds. Such concurrent investments will generally be in the debt of a portfolio company in which another Private Investment Fund concurrently purchases equity. Such debt investments are generally subject to specific contractual restrictions as set forth in the applicable Partnership Agreement. These and other investments may be deemed to create conflicts of interest, particularly because a General Partner and its affiliates may take certain actions for some Private Investment Funds or affiliates with respect to one class of debt or equity that may be adverse to other Private Investment Funds or affiliates who hold other classes of debt or equity of the same portfolio company. In such cases, such General Partner and its affiliates will seek to act in a manner it believes in good faith to be fair to the applicable Private Investment Funds under the circumstances.

In addition, the Principals may spend a portion of their business time and attention pursuing investment opportunities for other Private Investment Funds and other than on behalf of a given Fund. The Principals and the applicable General Partner's investment staff will continue to manage and monitor such Private Investment Funds and investments. The General Partners believe that the significant investment of the Principals in a Fund, as well as the Principals' interest in the carried interest with respect to such Fund, operate to align, to some extent, the interest of the Principals with the interest of the investors in the Fund, although the Principals have economic interests in such other Private Investment Funds as well and receive Management Fees and carried interest therefrom. Such other Private Investment Funds that the Principals may control may compete with a given Fund or companies acquired by the Fund. At such time as the applicable General Partner is permitted to raise a successor investment fund to a Fund, the Principals may and likely will focus their investment activities on other opportunities and areas unrelated to such Fund's investments.

Because a General Partner's carried interest is based on a percentage of realized profits, it may create an incentive for the General Partner to cause the applicable Fund to make riskier or more speculative investments than would otherwise be the case.

#### **Section 6. Disciplinary Information**

Summit Partners and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

#### **Section 7. Other Financial Industry Activities and Affiliations**

Summit Partners is affiliated with several investment advisers that are registered with the SEC under the Advisers Act. These advisers are SW IV, Summit SD II GP, Summit Management, Summit IV GP, Summit V GP, Summit VI Management, Summit VI GP, SAP GP, Summit SD III Management, Summit SD III GP, Summit VC II Management, Summit VC II GP, Summit VII Management, Summit VII GP, Summit SD IV GP, Summit Europe GP, Summit Growth Equity VIII GP, Summit VC III GP, Summit Partners Credit Opportunities GP, L.P. and Summit Partners Credit Advisors, L.P. These affiliated investment advisers serve as managers or general partners of Private Investment Funds and other pooled vehicles and may share common owners,

officers, partners, employees, consultants or persons occupying similar positions. In addition, certain affiliates of the Managers have an interest in a hedge fund complex.

Summit Partners Limited, a UK FSA-authorized adviser, provides non-discretionary investment advisory services to Summit Partners with respect to certain non-U.S. investments.

Summit Investors Management, LLC (“**Summit Investors Management**”) is the manager and general partner of private investment funds formed to allow employees of Summit Partners and its affiliates, as well as certain other persons, to invest in certain portfolio investments made by certain of the Funds. Summit Partners is the sole member and manager of Summit Investors Management.

#### **Section 8. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

The Managers have adopted the Summit Partners Code of Ethics and Securities Trading Policy and Procedures (the “**Code**”), which sets forth standards of conduct that are expected of the Managers’ Principals and employees and addresses conflicts that arise from personal trading. The Code requires the Managers’ personnel to report their personal securities transactions and prohibits the Managers’ personnel’s direct or indirect acquisition of beneficial ownership of securities in an initial public offering or in a limited offering, in each case, without first obtaining approval from the Managers’ Chief Compliance Officer. A copy of the Code will be provided to any client or prospective client upon request to Robin W. Devereux at 617-824-1606 or [RDevereux@summitpartners.com](mailto:RDevereux@summitpartners.com). Personal securities transactions by employees who manage client accounts are required to be conducted in a manner that prioritizes the client’s interests in client-eligible investments.

The Managers and their affiliated persons may come into possession from time to time of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, the Managers and their affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Managers. Accordingly, should the Managers or any of their affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, the Managers would be prohibited from communicating such information to clients, and the Managers will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of Summit personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

Principals and employees of the Managers and their affiliates may directly or indirectly own an interest in Private Investment Funds or certain co-investment vehicles. To the extent that co-investment vehicles exist, such vehicles may invest in one or more of the same portfolio companies as a Fund. The Funds and other Private Investment Funds may invest together with other private investment funds advised by an affiliated adviser of the General Partner in the manner set forth in the applicable Partnership Agreement. The Managers will determine

allocation of investment opportunities in a manner that they believe is fair and equitable to their clients consistent with the Managers' fiduciary obligations and consistent with the applicable Private Investment Funds' underlying documents.

The Managers and their affiliates, Principals and employees may carry on investment activities for their own accounts and for family members, friends or others who do not invest in the Funds, and may give advice and recommend securities to other accounts or certain Funds or vehicles which may differ from advice given to, or securities recommended or bought for, other Funds or vehicles, even though their investment objectives may be the same or similar. The operative documents and investment programs of certain vehicles sponsored by Summit Partners (the "**Referenced Funds**") may restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Referenced Funds or may give priority with respect to investments to such Referenced Funds. Some of these restrictions could be waived by investors (or their representatives or advisory boards) in such Referenced Funds. However, the Managers may or may not, in their sole discretion, seek any such waiver and, in any event, there can be no assurance that any waiver sought would be obtained. In addition, as noted above, certain affiliates of the Managers have an interest in a hedge fund complex.

The Managers may recommend the purchase or sale of securities for client accounts in which one or more of their partners, members, officers, directors, employees (and members of their families) or affiliates ("**affiliated persons**"), directly or indirectly, have a position or interest, or which an affiliated person buys or sells for himself or herself. Such transactions also may include trading in securities in a manner that differs from or is inconsistent with the advice given to the clients of the Managers or the Funds. Certain of these transactions may require the consent of the applicable clients or Funds.

## **Section 9. Brokerage Practices**

The Managers focus on securities transactions of private companies and generally purchase and sell such companies through privately negotiated transactions in which the services of a broker-dealer may be retained. However, the Managers may also distribute securities to investors in the Funds or sell such securities, including through using a broker-dealer, if a public trading market exists. Although the Managers do not intend to regularly engage in public securities transactions, to the extent they do so, they follow the brokerage practices described below.

If the Managers sell publicly traded securities for the Funds, they are responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by the Managers. In such event, the Managers will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, the Managers may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

The Managers have no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the

current level of the charges of eligible brokers and to reduce the expenses incurred for effecting client transactions to the extent consistent with the interests of such clients. Although the Managers generally seek competitive commission rates, they may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with the Managers seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although the Managers generally do not make use of such services at the current time. Such research services could include economic research, market strategy research, industry research, company research, fixed income data services, computer-based quotation equipment and research services and portfolio performance analysis. As a general matter, research provided by these brokers would be used to service all of the Managers' Private Investment Funds. However, each and every research service may not be used for the benefit of each and every Private Investment Fund managed by the Managers, and brokerage commissions paid by one Private Investment Fund may apply towards payment for research services that might not be used in the service of such Private Investment Funds. Research services may be shared between the Managers and their affiliates.

The Managers will employ no agreement or formula for the allocation of brokerage business on the basis of research services; however, the Managers may, in their discretion, cause the Private Investment Funds to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charged for effecting such transactions. This may be done where the Managers have determined in good faith that such commission is reasonable in relation to the value of brokerage and research services received. In reaching such a determination, the Managers would not be required to place or attempt to place a specified dollar value on the brokerage or research services provided by such broker.

The Managers will periodically determine which brokers have provided research that has been helpful in the management of Private Investment Funds. To the extent consistent with the Managers' goal to obtain best execution for their clients, the Managers may seek to place a portion of the trades that they direct with the brokers who are identified through this process.

To the extent that the Managers allocate brokerage business on the basis of research services, they may have an incentive to select or recommend broker-dealers based on the interest in receiving such research or other products or services, rather than based on their Private Investment Funds' interest in receiving most favorable execution.

The Managers do not anticipate engaging in significant public securities transactions; however, to the extent that the Managers engage in any such transactions, orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. To the extent that orders for Private Investment Funds are completed independently, the Managers may also purchase or sell the same securities or instruments for several Private Investment Funds simultaneously. From time to time, the Managers may, but are not obligated to, purchase or sell securities for several client accounts at approximately the same time. Such

orders may be combined or “batched” to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating Private Investment Fund of the Managers is favored over any other Private Investment Fund. When an aggregated order is filled in its entirety, each participating Private Investment Fund generally will receive the average price obtained on all such purchases or sales made during such trading day.

When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a *pro rata* basis to each Private Investment Fund participating in such buy or sell order in accordance with the amount of securities originally requested for such Private Investment Fund.

Each Private Investment Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to *pro rata* allocations are permissible provided they are fair and equitable to Private Investment Funds over time.

#### **Section 10. Review of Accounts**

The Managers seek early realization of liquidity for the Funds’ portfolios and early return of capital to investors. The Managers continually review investment positions for liquidity alternatives and work with portfolio companies in planning for and realizing liquidity for investors. In addition, the Chief Compliance Officer periodically checks to confirm that each Private Investment Fund is managed in accordance with its stated objectives.

The Managers place great importance on holding a seat on the board of each portfolio company or on having a contractual right to attend board meetings, and may otherwise act to influence management or control of companies held by the Funds, including through approval rights.

The Funds generally provide to their limited partners (i) annual GAAP audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each limited partner’s tax return, and (iii) quarterly reports describing the status of each investment in the Partnership’s portfolio (including the General Partner’s estimate of the fair value of each investment determined as set forth in the Partnership Agreement). In the case of Summit Accelerator Founders Fund, L.P., the fund prepares reports on a semi-annual basis.

#### **Section 11. Client Referrals and Other Compensation**

The Managers and/or affiliates may provide certain business or consulting services to companies in the Funds’ portfolio and may receive compensation from these companies in connection with such services. As described in the applicable Fund’s Partnership Agreement, this compensation may, in many cases, offset a portion of the Management Fees paid by the Funds. However, in other cases (e.g., reimbursements for out of pocket expenses directly related to a portfolio company), these fees would be in addition to Management Fees. See Section 2 (“Fees and Compensation”) above for additional information.

From time to time, Summit Partners may enter into solicitation arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming a limited partner in a Fund or other Private Investment Fund. Any fees and expenses payable to any such

placement agents will be borne by Summit Partners indirectly through an offset against the Management Fee. Summit Partners has retained a placement agent (the “**Placement Agent**”) to be the exclusive third party placement agent with respect to the private placements to investors of limited partner interests in Summit Partners Credit Opportunities Fund, L.P. and Summit Partners Credit Opportunities Offshore Fund, L.P. (collectively, the “**Credit Fund**”), and Summit Partners Growth Equity Fund VIII-A, L.P. and Summit Partners Growth Equity Fund VIII-B, L.P. (collectively, the “**GE VIII Fund**”). In exchange for its services as placement agent, the Placement Agent receives an incentive fee in an amount equal to 2.0% of the dollar amount of limited partner interests of the Credit Fund purchased by investors other than those with certain pre-existing relationships with Summit Partners (“**Investors**”) and 1.0% of the dollar amount of limited partner interests of the GE VIII Fund purchased by Investors, during a specified period and subject to certain limitations. The Placement Agent also is entitled to reimbursement of certain out-of-pocket and other expenses incurred in performing its services as placement agent.

## **Section 12. Custody**

The Managers maintain custody of the Funds’ assets held in the Funds’ names with the qualified custodians listed below:

- Bank of America, located at 100 North Tryon Street, Charlotte, North Carolina 28255
- JPMorgan Chase Bank, N.A., located at 270 Park Avenue, New York, NY 10017
- Silicon Valley Bank, located at 3003 Tasmann Drive, Santa Clara, CA 95054.
- Wells Fargo Bank, N.A., located at 420 Montgomery Street, San Francisco, CA 94163
- Merrill Lynch , located at 600 California Street, 8th Floor, San Francisco, CA 94108
- NatWest Bank, located at 214 Bishopsgate, The City, London, EC2M 4PT
- Deutsche Bank (Mauritius) Limited, located at 4th Floor, Barkly Wharf East, Le Caudan Waterfront, Port Louis, Mauritius
- Societe Generale Bank & Trust, located at 11, avenue Emile Reuter, L-2420 Luxembourg

## **Section 13. Investment Discretion**

Each Manager has discretionary authority to manage investments on behalf of the applicable Fund. As a general policy, the Managers do not allow clients to place limitations on this authority, provided that the Partnership Agreement of a Fund may impose certain restrictions on investing in certain types of securities. Pursuant to the terms of the Partnership Agreement, however, a Manager may enter into “side letter” arrangements with certain limited partners whereby the terms applicable to such limited partner’s investment in the Fund may be altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. The Manager assumes this discretionary authority pursuant

to the terms of the Partnership Agreement and powers of attorney executed by the limited partners of the Fund.

#### **Section 14. Voting Client Securities**

In accordance with SEC requirements, the Managers have adopted Proxy Voting Policies and Procedures (the “**Policy**”) to address how any Manager will vote proxies, as applicable, for the Funds’ portfolio investments. The Policy seeks to ensure that the applicable Manager votes proxies (or similar instruments) in the best interest of the Funds, including when there may be material conflicts of interest in voting proxies. The Managers generally believe their interests are aligned with the Funds’ investors through the Managers’ Principals’ beneficial ownership interests in the Funds and therefore will not seek investor approval or direction when voting proxies. In the event, however, there is or may be a conflict of interest between the applicable Manager and the Funds in voting proxies, the Policy provides that the Manager may address the conflict using several alternatives, including by seeking the approval or concurrence of the Funds’ advisory board on the proposed proxy vote or through other alternatives set forth in the Policy. Additionally, a Fund’s advisory board may approve the Fund’s vote in a particular solicitation. The Managers do not consider service on portfolio company boards by Manager personnel or Principals or the Managers’ receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Policy sets forth certain specific proxy voting guidelines the Managers follow when voting proxies on behalf of the Funds. A copy of the Policy or information regarding how the Managers voted proxies for particular portfolio companies will be provided to clients or prospective clients at no charge upon request to Robin W. Devereux at 617-824-1606 or [RDevereux@summitpartners.com](mailto:RDevereux@summitpartners.com).

#### **Section 15. Financial Information**

Summit Partners does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.



## **Brochure Supplement for Peter Y. Chung**

### **Section 1. Educational Background and Business Experience**

Mr. Chung joined the Palo Alto office of Summit Partners in 1994 and has served as a Managing Director since 1999. His past and present board directorships include AltoCom, Inc. (observer); Card Capture Services, Inc.; Coast Asset Management, LLC; Ditech Networks, Inc.; Empower RF Systems, Inc.; E-TEK Dynamics, Inc.; GoldenGate Software, Inc.; iPayment, Inc.; NightHawk Radiology Holdings, Inc.; Protellicess Software, Inc.; SeaBright Insurance Holdings, Inc.; Sirenza Microdevices, Inc.; Splash Technology Holdings, Inc.; Trident University International; M/A-COM Technology Solutions Holdings, Inc.; and Ubiquiti Networks, Inc. Mr. Chung received an A.B. in Economics from Harvard University and an M.B.A. from the Stanford University Graduate School of Business. Mr. Chung was born on October 9, 1967.

### **Section 2. Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Chung.

### **Section 3. Other Business Activities**

Mr. Chung is not engaged in any investment-related business outside of his roles with Summit Partners and its affiliated investment advisers.

### **Section 4. Additional Compensation**

Mr. Chung does not receive any economic benefit for providing advisory services from any person that is not a client of Summit Partners or its affiliated investment advisers.

### **Section 5. Supervision**

As a Managing Director of Summit Partners, Mr. Chung is part of a team that is responsible for implementing and overseeing the investment strategy of Summit Partners. Mr. Chung is not subject to the direct supervision of any other individual.



## **Brochure Supplement for Scott C. Collins**

### **Section 1. Educational Background and Business Experience**

Mr. Collins joined the Boston office of Summit Partners in 1996 and opened the London office in 2001 and has served as a Managing Director since 2001. His past and present board directorships include Actix Limited; Acturis Limited; AVAST Software, BV; Dorn Technology Group, Inc.; Elumen Solutions, Inc.; Hittite Microwave Corporation; IGEFI Group S.à r.l; Jamba! AG; Newmarket International, Inc.; Ogone SA/NV; Pacer Electronics, Inc.; Price Interactive, Inc.; SafeBoot Holdings BV; SYMON Communications, Inc.; Vente-Privee.com SAS; Welltec International; and WRI Holdings Limited. Mr. Collins received an A.B. in Economics from Harvard University and a J.D. from Harvard Law School. Mr. Collins was born on June 26, 1965.

### **Section 2. Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Collins.

### **Section 3. Other Business Activities**

Mr. Collins is not engaged in any investment-related business outside of his roles with Summit Partners and its affiliated investment advisers.

### **Section 4. Additional Compensation**

Mr. Collins does not receive any economic benefit for providing advisory services from any person that is not a client of Summit Partners or its affiliated investment advisers.

### **Section 5. Supervision**

As a Managing Director of Summit Partners, Mr. Collins is part of a team that is responsible for implementing and overseeing the investment strategy of Summit Partners. Mr. Collins is not subject to the direct supervision of any other individual.

## **Brochure Supplement for Bruce R. Evans**

### **Section 1. Educational Background and Business Experience**

Mr. Evans joined the Boston office of Summit Partners in 1986 and has served as a Managing Director since 1991. Previously, he worked as a Marketing Representative at IBM Corporation. His past and present board directorships include Casa Systems, Inc.; DSET Corporation; FleetCor Technologies, Inc.; Hittite Microwave Corporation; Hyperion Software Corporation; IGEFI Group S.a.r.l.; InstallShield Software Corporation; Jamba! AG; Microbank Software, Inc.; OPNET Technologies, Inc.; optionsXpress Holdings, Inc.; Pediatrix Medical Group, Inc.; Renal Treatment Centers, Inc.; Unica Corporation; and World Wide Technology Holding Co., Inc. Mr. Evans received a B.E. in Mechanical Engineering and Economics from Vanderbilt University in 1981 and an M.B.A. from Harvard Business School in 1986. Mr. Evans was born on March 25, 1959.

### **Section 2. Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Evans.

### **Section 3. Other Business Activities**

Mr. Evans currently serves on the Investment Committee for Vanderbilt University and the Investment Committee for the Roxbury Latin School.

### **Section 4. Additional Compensation**

Mr. Evans does not receive any economic benefit for providing advisory services from any person that is not a client of Summit Partners or its affiliated investment advisers.

### **Section 5. Supervision**

As a Managing Director of Summit Partners, Mr. Evans is part of a team that is responsible for implementing and overseeing the investment strategy of Summit Partners. Mr. Evans is not subject to the direct supervision of any other individual.

## **Brochure Supplement for Martin J. Mannion**

### **Section 1. Educational Background and Business Experience**

Mr. Mannion joined the Boston office of Summit Partners in 1985 and has served as a Managing Director since 1988. Previously, he worked as a Systems Engineer at IBM Corporation. His past and present board directorships include American Dental Partners, Inc.; Bartlett Holdings, Inc.; Benesight, Inc.; Bennington Marine, LLC; Champion Windows, LLC; Clinical Pathology Laboratories, Inc.; ComPsych Corporation; Educational Services Institute, Inc.; EMED Co., Inc.; Lincare, Inc.; Litchfield Financial Corporation; Liquidnet Holdings, Inc.; NameMedia, Inc.; Prompt Associates, Inc.; Sparta Systems, Inc.; Suburban Ostomy Supply Company, Inc.; and Sun Trading, LLC. Mr. Mannion received an A.B. in Economics from Princeton University in 1981 and an M.B.A. from Harvard Business School in 1985. Mr. Mannion was born on August 1, 1959.

### **Section 2. Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Mannion.

### **Section 3. Other Business Activities**

Mr. Mannion is not engaged in any investment-related business outside of his roles with Summit Partners and its affiliated investment advisers.

### **Section 4. Additional Compensation**

Mr. Mannion does not receive any economic benefit for providing advisory services from any person that is not a client of Summit Partners or its affiliated investment advisers.

### **Section 5. Supervision**

As a Managing Director of Summit Partners, Mr. Mannion is part of a team that is responsible for implementing and overseeing the investment strategy of Summit Partners. Mr. Mannion is not subject to the direct supervision of any other individual.

## **Brochure Supplement for Thomas S. Roberts**

### **Section 1. Educational Background and Business Experience**

Mr. Roberts joined the Boston office of Summit Partners in 1989 and has served as a Managing Director since 1994. Previously, he worked for Booz, Allen and Hamilton. His past and present board directorships include AmeriPath, Inc.; Aurora Diagnostics, LLC; B&W Tek, Inc.; Elumen Solutions, Inc.; Fiber Options, Inc.; Infor Global Solutions, Inc.; Innov-X Systems, Inc.; Intelligroup, Inc.; LiteCure, LLC; OnSite E-Discovery, Inc.; Pacer Electronics, Inc.; PSC Info Group, Inc.; Rehab Management Systems, Inc.; Saber Software Corporation; Senior Home Care, Inc.; Stride & Associates, Inc.; Sybari Software, Inc.; Tivoli Audio, LLC; and Vente-Privee.com SAS. He is a former President of the New England Venture Capital Association. Mr. Roberts received an A.B. in Economics from Princeton University in 1985 and an M.B.A. from Harvard Business School in 1989. Mr. Roberts was born on July 14, 1963.

### **Section 2. Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Roberts.

### **Section 3. Other Business Activities**

Mr. Roberts is not engaged in any investment-related business outside of his roles with Summit Partners and its affiliated investment advisers.

### **Section 4. Additional Compensation**

Mr. Roberts does not receive any economic benefit for providing advisory services from any person that is not a client of Summit Partners or its affiliated investment advisers.

### **Section 5. Supervision**

As a Managing Director of Summit Partners, Mr. Roberts is part of a team that is responsible for implementing and overseeing the investment strategy of Summit Partners. Mr. Roberts is not subject to the direct supervision of any other individual.

## **Brochure Supplement for Joseph F. Trustey**

### **Section 1. Educational Background and Business Experience**

Mr. Trustey joined the Boston office of Summit Partners in 1992 and has served as a Managing Director since 1996. Previously, he was a Consultant with Bain & Co., Inc. and served as a Captain in the U.S. Army. His past and present board directorships include Airborne Health, Inc.; Aramsco, Inc.; B&W Loudspeakers, Ltd.; Belkin Corporation; Commercial Defeasance, LLC; FedMed, Inc.; Freedom Scientific, Inc.; ISH, Inc.; Keystone RV Company; Paragon Vision Sciences, Inc.; Sanitors, Inc.; Somero Enterprises, Inc.; Suburban Ostomy Supply Company, Inc.; Tippmann Sports, LLC; Triton Systems, Inc.; and Wilmar Industries, Inc. Mr. Trustey received a B.S. in Chemical Engineering from the University of Notre Dame in 1984 and an M.B.A. from Harvard Business School in 1990. Mr. Trustey was born on July 10, 1962.

### **Section 2. Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Trustey.

### **Section 3. Other Business Activities**

Mr. Trustey is not engaged in any investment-related business outside of his roles with Summit Partners and its affiliated investment advisers.

### **Section 4. Additional Compensation**

Mr. Trustey does not receive any economic benefit for providing advisory services from any person that is not a client of Summit Partners or its affiliated investment advisers.

### **Section 5. Supervision**

As a Managing Director of Summit Partners, Mr. Trustey is part of a team that is responsible for implementing and overseeing the investment strategy of Summit Partners. Mr. Trustey is not subject to the direct supervision of any other individual.