

**DISCLOSURE DOCUMENT:  
FORM ADV PART 2A BROCHURE**

**Calypso Capital Management, LP  
135 East 57<sup>th</sup> Street, 20<sup>th</sup> Floor New York, NY 10022**

Tel. (212) 829-4072

Fax. (212) 829-4057

The date of this Disclosure Document is March 27, 2013

**This brochure provides information about the qualifications and business practices of Calypso Capital Management, LP. If you have any questions about the contents of this brochure, please contact us at 212-829-4072. 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 Calypso Capital Management, LP is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

The delivery of this Disclosure Document at any time does not imply that the information contained herein is correct as of any time subsequent to the date shown above. This Disclosure Document will supersede all other documents containing information about this advisory program.

Calypso Capital Management, LP is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

**Item 2.      Material Changes to Disclosure Document**

Since the last update of Calypso Capital Management, LP's Form ADV Part 2A on March 28, 2012, there have been no material changes.

## TABLE OF CONTENTS

### Part 2A – Disclosures about the advisory firm

Item 1	Cover Page .....	1
Item 2	Material Changes .....	2
Item 3	Table of Contents .....	3
Item 4	Advisory Business .....	4
Item 5	Fees and Compensation .....	5
Item 6	Performance-Based Fees and Side-by-Side Management.....	6
Item 7	Types of Clients .....	7
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9	Disciplinary Information .....	9
Item 10	Other Financial Industry Activities and Affiliations .....	9
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	10
Item 12	Brokerage Practices .....	11
Item 13	Review of Accounts .....	15
Item 14	Client Referrals and Other Compensation .....	16
Item 15	Custody .....	16
Item 16	Investment Discretion .....	16
Item 17	Voting Client Securities .....	17
Item 18	Financial Information .....	17
Item 19	Requirements for State-Registered Advisers.....	18

**I.** Part 2A – Disclosure Items about Firm

**Item 4.** General Information about Firm.

(A) **Operational and Organizational Information.** Calypso Capital Management, LP (“Calypso” or the “Firm”), a Delaware limited partnership, is an investment adviser registered with the U.S. Securities and Exchange Commission (“SEC”). Calypso serves as both the investment adviser and fund manager for Calypso Qualified Partners, LP (the “Domestic Feeder”), Calypso Overseas, Ltd. (the “Offshore Feeder”), Calypso Master Fund, Ltd. (the “Master Fund”), Calypso Global Opportunities Fund, Ltd. (“Opportunities Feeder Fund”), and Calypso Global Opportunities Master Fund, Ltd. (“Opportunities Master Fund”) (collectively referred to as “Clients” or “Funds”). Calypso also serves as an investment adviser (but not as a fund manager) on the separate account of CCM Cayman Fund Limited. The Domestic Feeder and Offshore Feeder invest substantially all of their assets into the Master Fund. The Opportunities Feeder Fund invests substantially all of its assets in the Opportunities Master Fund. Calypso Qualified Management, LLC, a Delaware limited liability company, is the general partner for the Domestic Feeder (“General Partner”), and Calypso Investment Management, LLC, a Delaware limited liability company, is the administrative management company for the Offshore Feeder (“Management Company”). The General Partner and the Management Company (collectively, the “Company”) are responsible for the day-to-day administration of the Domestic Feeder, Offshore Feeder and Opportunities Fund’s affairs, respectively. In addition, Calypso serves as a sub-adviser to Wilmington Rock Maple Alternatives Fund (“WRM”).

(B) **Types of Advisory Services Offered.** The Firm provides investment advisory services to private investment vehicles offered to investors that are both qualified purchasers and accredited investors, including high net worth individuals, pension and profit-sharing plans, banks or thrift institutions, corporations, other private investment vehicles and trusts, estates and charitable organizations (each, an “Investor”) as well as separately managed accounts. Calypso is also a sub-adviser to a registered investment company.

The Firm has discretionary authority to invest Fund assets primarily in equity securities of companies and is responsible for all investment and trading decisions made on behalf of the Funds.

(C) **Client Investment Guidelines and Parameters.** The Firm exercises sole discretion over any and all investment decisions and does not tailor its advisory services based on the individual needs of

its Clients. All investment decisions are made within the guidelines and parameters for each client fund, which are set forth by the Firm. Clients may not impose restrictions on investing in certain securities or types of securities. WRM is excepted as it has separate investment guidelines, discussed further in Item 6 below.

- (D) **Wrap Fee Programs.** The Firm does not participate in wrap fee programs.
- (E) **Client Assets Under Management.** The Firm manages all client assets on a discretionary basis. The figures are calculated as of December 31, 2012, net of fees, and are rounded to the nearest \$100,000. Calypso holds a total of US \$175,100,000 under management

**Item 5. Fees and Compensation.**

The Firm's fees are described in more detail in the offering memorandum.

- (A) Calypso earns a Management Fee calculated based on an annual percentage of the net asset value of the assets under management, before the deduction of any performance allocations. In general, each Fund is allocated a Management Fee which is comprised of 2.00% of the Fund's net asset value, or 1.00% of the Fund's net asset value subject to a two year lock-up provision. The Management Fee is charged on a quarterly basis and is calculated as of the last day of each month. A pro rata Management Fee will be charged to Investors on any amounts permitted to be invested during any month.

Pursuant to an investment sub-advisory agreement with WRM, Calypso receives a 1% annual management fee calculated on the average daily net assets of WRM. The fee is calculated and paid monthly in arrears based on the average daily net asset value of WRM.

Calypso, in its sole discretion, may waive, postpone or reduce the Management Fee with respect to one or more Investors for any period of time, or agree to apply a different Management Fee for that Investor.

- (B) Management Fees are deducted from the Client's assets after each quarter as specified in the offering documents.
- (C) Clients may incur certain fees or expenses in connection with the use of brokerage services. Portfolio securities are normally purchased

through brokers on securities exchanges or directly from the issuer or from an underwriter or market maker for the securities. Fees or expenses incurred in connection with such transactions may include, but are not limited to, transaction costs, commissions, and custodial services and will be paid out of the assets of the Fund. Brokerage services are conducted on an arm's-length basis and Calypso will not receive any portion of such fees or expenses. All fees or expenses in connection with the use of brokerage services are separate and distinct from the Management and Performance Fees (see Item 6) charged by Calypso. Clients should carefully review Item 12, which discusses conflicts of interest related to brokerage practices. A description of these fees and expenses is also available in the Funds' offering documents.

**(D) Fees Paid in Advance.**

Calypso does not permit clients to pay any fees in advance.

**(E) Supervised Person Accepts Compensation For the Sale of Securities or Other Investment Products.**

Neither the Firm nor its supervised persons accept compensation for the sale of securities or other investment products.

**Item 6. Performance Based Fees.**

In addition to the Management Fee, Calypso may be compensated for its investment management services through an incentive fee, also known as a Performance Allocation Fee ("Performance Fee"). The Performance Fee is generally 20% of the Fund's annual net profits (including realized and unrealized gains and net of the Management Fee) and will be charged annually, upon withdrawal by an Investor, either voluntary or involuntary, or upon dissolution of the Fund. The Performance Fee is not charged to the sub-advised mutual fund account, WRM.

A potential conflict of interest may arise given the fact that the Funds are managed alongside WRM, which does not pay a performance-based fee. This risk is mitigated by the following factors: WRM provides its own investment guidelines to which Calypso must adhere and the Funds are not subject to these specific guidelines. Furthermore, Calypso has enacted certain policies and procedures, including a code of ethics. Calypso believes that its investment strategy and tools as well as its compliance program are reasonably designed to address such conflicts of interest. Calypso monitors the risk of investments and each portfolio on a regular basis.

The Performance Fee is tied to the capital appreciation within the account and is subject to what is commonly known as a “high water mark” procedure. If the Funds have a net loss in any fiscal year, this loss will be carried forward as to each Investor’s capital account to future years (such amount is referred to as the “Loss Carryforward”). Whenever there is a Loss Carryforward for an Investor’s capital account with respect to a year, the Company will not receive the performance fee from such capital account for future years until the Loss Carryforward amount for such capital account has been recovered (i.e., when the Loss Carryforward amount has been exceeded by the cumulative profits allocable to such Investor’s capital account for the years following the Loss Carryforward). Once the Loss Carryforward has been recovered, the performance fee shall be based on the excess profits (over the Loss Carryforward amount) related to each Investor’s capital account, rather than on all profits. The “high water mark” procedure prevents the Company from receiving the Performance Fee on profits that simply restore previous losses and is intended to ensure that the Performance Fee is based on the long-term performance of an investment in the Funds.

**Item 7.      Types of Clients.**

Calypso provides investment advice to pooled investment vehicles and a registered investment company.

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

- (A) Methods of Analysis: Calypso performs both qualitative and quantitative analyses in evaluating investment strategies. Through an analysis of industry trends, Calypso seeks to identify companies that offer competitive advantages, product visibility with minimal obsolescence risk, market share, and growth potential. The research process, which often includes meetings with many layers of company management and industry contacts such as suppliers and distributors, also intends to identify catalysts which could change the fundamental outlook and thus cause change in the valuation or perception of the underlying security.

Investment Strategies: Calypso’s investment strategy is to seek to achieve superior risk adjusted returns on capital while minimizing the risk of capital loss. Calypso strives to achieve its investment strategy primarily through long and short investments, the majority of which are in the European and UK equity markets. Calypso’s core investments will generally consist of long and short investments in companies whose valuations do not reflect what is believed to be fair value based on fundamental company and market research.

The Firm reserves the right to advise its Clients on any type of investment that it deems appropriate.

Calypso's investment approach does not differ by geographic location or sector and may employ the use of derivatives securities, active trading, event driven investments, and utilize leverage as part of the strategic operations of the Funds.

Investing in securities involves a risk of loss a Client should be prepared to bear.

- (B) The Firm constantly keeps the risk of loss in mind and attempts to moderate these risks. However, there can be no assurance that its investment and trading activities will be successful or that Clients will not suffer losses.

Each type of security and/or strategy has its own unique set of risks associated with it, and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely.

More significant risks associated with the Firm's investment strategies and methods of analysis include:

**General Economic and Market Conditions.** The price of a security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.

General economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances, may affect the success of the Firm's investment activities. These factors may also affect the level and volatility of securities prices and the liquidity of the Firm's investments. Unexpected volatility or illiquidity could impair the Firm's profitability or result in losses.

**Currency Risk.** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

**Brokerage Commissions/Transaction Costs.** During some periods, the Firm's activities may involve a high level of trading, and the portfolio turnover may generate increased brokerage and transaction costs.



**Short Sale Risk.** Short sales are speculative transactions and involve special risks. In order to initiate a short position, a security must be borrowed. Strategies that execute short sales may incur a loss if the price of the security sold short increases in value between the date of the short sale and the delivery date, when the security is purchased to replace the borrowed security. Losses are potentially unlimited in a short sale transaction.

**Investment Strategy Risk.** The majority of the Firm's investment activities will be based upon a strategy that requires, among other activities, anticipating economic trends or changes, evaluating the industry and prospects of companies and correctly anticipating the timing, direction and magnitude of subsequent changes in the values of such securities. There can be no assurance that the Firm will be successful at implementing and managing the foregoing activities and no assurance that general market conditions and other market forces, which may be beyond control, will not prevent the Firm from successfully implementing and managing its investment strategy.

**No Guarantee of Investment Performance.** The Firm cannot guarantee it will achieve positive or competitive investment returns. Unanticipated market conditions, political developments, regulatory changes and other factors, many of which cannot be anticipated or controlled, could result in the Firm not generating positive or competitive after-tax returns.

- (C) There are numerous ways of measuring the risk of equity securities. Stock prices can be affected by many factors including, but not limited to: the class of stock (e.g., preferred or common); the health of the market sector of the issuing company; natural disasters; and the overall health of the economy. The mere size of an issuer is not, by itself, an indicator of the safety of the investment and factors such as U.S. economic growth, market conditions, interest rates, and environmental and political events may affect the equity markets.

**Item 9. Disciplinary Information.**

Neither the Firm nor any supervised person has been involved in any legal or disciplinary event that is material to a Client's or prospective client's evaluation of the Firm's advisory business or management.

**Item 10. Other Financial Industry Activities and Affiliations.**

- (A) Calypso is neither registered nor has an application pending as a securities broker-dealer or a registered representative of a broker-dealer.

- (B) Calypso is neither registered nor has an application pending as a futures commission merchant, commodity pool operator or commodity trading adviser.
- (C) Neither Calypso nor any management persons have any relationship or arrangement that is material to Clients or the advisory business with any of the following related persons: (1) broker-dealer; (2) investment company or other pooled investment vehicle; (3) other investment adviser or financial planner; (4) futures commission merchant or commodity pool operator; (5) banking or thrift institution; (6) accountant or accounting firm; (7) lawyer or law firm; (8) insurance company or agency; (9) pension consultant; (10) real estate broker or dealer; or (11) sponsor or syndicator of limited partnerships.
- (D) Calypso does not recommend or select other investment advisers for clients in exchange for direct or indirect compensation. Calypso is not involved in any business relationship with another investment adviser that creates a material conflict of interest.

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

**Code of Ethics.** Calypso, as a registered investment adviser, has adopted a written Code of Ethics (the “Code”) pursuant to Rule 204A-1 of the Investment Advisers Act of 1940. The Code requires all personnel to: (1) comply with all applicable laws and regulations; (2) observe all fiduciary duties and put the Clients’ interests ahead of those of Calypso; (3) observe Calypso’s personal trading policies so as to avoid potential conflicts of interest; and (4) acknowledge receipt of the Code including an acknowledgment that any violation of the Code’s contents may subject the individual to sanctions or even termination.

The scope of the Code includes all key areas of activity, communication and behavior of employees and affiliates, such as: personal trading, insider trading, compliance with applicable securities laws and regulations, conflicts of interest, safeguarding information, confidentiality, gifts and entertainment.

Generally, Calypso employees may not effect transactions in securities for their own account, or for accounts in which they have an interest or control where such securities are simultaneously contemplated for purchase or sale for Client accounts or are already held in Client accounts. In addition, Calypso employees may not purchase and sell the same security for a gain within a 30-day period. These restrictions are subject to certain de minimis provisions and

may be waived upon consent of the Chief Compliance Officer (“CCO”) based on individual circumstances. All Calypso employees must pre-clear all trades in reportable securities for personal securities accounts with the CCO. Transactions which have no material impact on a particular market (i.e. mutual funds, government securities, etc.) are exempted. In addition, employees are required to strictly comply with the Firm’s procedures regarding personal securities transactions by providing the following:

- Initial holdings report at commencement of employment;
- Personal transactions reports on a monthly basis;
- Certification of all reportable personal securities accounts on a quarterly basis;
- Personal holdings reports on a quarterly basis; and
- Provide duplicate copies of trade confirmations and brokerage statements with respect to all of their brokerage accounts in order to monitor compliance with Calypso’s personal trading policies and restrictions.

Copies of Calypso’s Code of Ethics are available to any Client or prospective investor upon request via:

Mail request:

Calypso Capital Management, LP  
Attn: Chief Compliance Officer  
135 East 57th Street, 20th Floor  
New York, NY 10022

Email request:

[dnovick@calypsocap.com](mailto:dnovick@calypsocap.com)

Calypso employees may not effect transactions in securities for their own account, or for accounts in which they have an interest or control where such securities are simultaneously contemplated for purchase or sale by the Fund or are already held by the Fund.

**Item 12. Brokerage Practices.**

- (A) Calypso, in exercising its discretionary management authority, as prescribed for under the various Fund documents, is authorized to determine the broker for securities transactions. Calypso’s objective in selecting brokers is to execute securities transactions for the Funds in such a manner that the Fund’s total cost or proceeds in each transaction is the most favorable under the circumstances. As an investment adviser, Calypso has a duty to seek best execution for all Fund transactions. Best execution is determined on a trade-by-trade basis, and should result in the best qualitative execution, not

necessarily the lowest possible commission cost. Along with best price, a number of other factors are considered relevant in choosing an executing broker including, but not limited to, the following:

**1. Research and "Soft Dollar" Benefits.**

The SEC has defined soft dollar practices as "arrangements under which products or services other than execution of securities transactions are obtained by an adviser from or through a broker-dealer in exchange for the direction by the adviser of Client brokerage transactions to the broker-dealer."

It is Calypso's policy to permit certain soft dollar arrangements. Calypso is authorized to pay higher prices for the purchase of securities from or accept lower prices for the sale of securities to brokerage firms that provide it with such investment and research information or to pay higher commissions to such firms if Calypso determines such prices or commissions are reasonable in relation to the overall services provided. As such, brokerage commissions on a Client's portfolio transactions may be directed to brokers and dealers in recognition of research services furnished by them, as well as for services rendered in the execution of orders by such brokers and dealers.

Except as described below, Calypso will make decisions involving "soft dollars" in a manner that satisfies the requirements of the "safe harbor" provided by Section 28(e) of the Securities Exchange Act of 1934, as amended. That is, before placing orders with a particular broker-dealer, Calypso will generally determine, considering all the factors described in the discussions relating to Items 12 and 13, that the commissions to be paid are reasonable in relation to the value of all the brokerage and research products and services provided by that broker-dealer. In making that determination, Calypso may consider not only the particular transaction or transactions and the value of brokerage and research services and products to a particular Client, but also the value of those services in Calypso's performance of its overall responsibilities to all of its Clients.

In some cases, the commissions charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge. Over the last fiscal year Calypso used "soft dollars" generated by the transactions of Clients to pay for all or a portion of the Fund's, Calypso's, or the General Partner/Management Company's administrative costs and expenses of operation, which may include: newswire and quotation equipment and services (e.g., Reuters, Bloomberg, etc.); data processing charges; facsimile, telephone and computer equipment (e.g., computer

hardware, software, PDAs, LANs, etc.) and related technical support, repair and maintenance; account record-keeping, administration and related clerical services; expenses incurred in connection with investigating and researching issuers of securities and attending research conferences; and consulting services.

The Chief Financial Officer (“CFO”) and CCO of Calypso must approve expenses paid by soft dollars.

The Fund and the Firm receive a benefit because these entities do not have to pay for additional research, certain products or certain services.

In some circumstances, Calypso may instruct a broker to transfer soft dollars generated by the Funds’ brokerage transactions into the account of the Master Fund to be used for payment of some of the products, services and expenses identified above. Upon such transfer, Calypso will withdraw an amount equal to the soft dollars transferred into the Master Fund account to pay for such products, services or expenses. The transfer of soft dollars into the Master Fund's account will not be considered commission rebates, commission recaptures or assets of the Master Fund unless otherwise determined by Calypso in its sole discretion. The transfer of soft dollars to the Master Fund will be effected solely for administrative purposes and will only be withdrawn from the Master Fund for payment of certain products, services or expenses identified in the section above entitled “Brokerage Arrangements.”

The use of brokerage commissions to obtain investment research services and to pay for the administrative costs and expenses of Calypso or the Management Company creates a conflict of interest among Calypso, on one hand, and the Funds on the other, because the Funds pay for such products and services that are not exclusively for the benefit of the Funds and that may be primarily for the benefit of Calypso.

In addition, the availability of these non-monetary benefits may influence Calypso to select one broker rather than another to perform services for the Funds.

Calypso allocates all commission allocations to brokerage accounts on a pro rata basis. The CFO and the CCO serve as the control point for all decisions relating to the documentation of soft dollar transactions and the products received and their uses, in addition to reviewing soft dollar arrangements and transactions on a monthly basis.

Calypso's soft dollar arrangements are disclosed in detail in the Private Placement Memorandum.

**2. Brokerage for Client Referrals.** Calypso does not receive referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

**3. Directed Brokerage.** As a general policy, the Firm does not permit Clients to direct brokerage.

**“Step-out” Transactions.** Calypso may engage in "step-out" transactions. Step-out trades generally occur where a single broker executes a block trade, and Calypso directs that another broker clear and settle a portion of the trade. The executing broker formally gives up its obligations (or "steps out" of the transaction) on the shares directed to the other broker, and the other broker clears the portion of the trade directed to it. Subsequently, the executing broker confirms the portion of the trade that it executed and cleared, and the other broker confirms the portion that it cleared. The whole trade is executed at the same price for all accounts, including those accounts that the executing broker stepped out on. Such stepout transactions may be entered into in order to implement Calypso's decision to direct brokerage commissions to the other broker.

**(B)** Calypso may aggregate purchase and sale orders of securities held by the Funds with similar orders being made simultaneously for other accounts or entities if, in Calypso's reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the Funds based on an evaluation that the Funds will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. In many instances, the purchase or sale of securities for the Funds will be affected simultaneously with the purchase or sale of like securities for other accounts or entities. Such transactions may be made at slightly different prices, due to the volume of securities purchased or sold. In such event, the average price of all securities purchased or sold in such transactions may be determined, at Calypso's sole discretion, and the Funds may be charged or credited, as the case may be, with the average transaction price.

**Trade Errors.** Errors created in a Fund account must be corrected so as not to harm any Investor of the Fund. The goal of error correction is to make the Fund “whole,” regardless of the cost to the Firm. If the Firm reallocates or corrects an error from one Fund's account to another, any loss from the error will be absorbed by the

Firm. Soft dollar arrangements cannot be used to correct errors made by the Firm when placing a trade for a Fund's account.

**Item 13. Review of Accounts.**

- (A) All Funds are advised by Calypso. Each portfolio is reviewed on a daily basis by Casey Gard, Limited Partner of Calypso, and positions within specific sectors are monitored continuously by the designated sector specialist(s). In addition, the operations team monitors all portfolios on a monthly and quarterly basis for compliance with strategy and investment guidelines and to periodically rebalance Client accounts by effecting trades in the market between or among Client accounts (i.e. causing one or more such Client accounts to sell securities to another one or more of such Client accounts). This review process is called rebalancing.

When engaging in a cross trade, Calypso must make sure that it is achieving best execution and that the cross trade is in the best interest of the Clients. In effecting a rebalancing, Calypso seeks to reduce the transaction costs to its Clients in connection with such portfolio adjustments. All such trades will be consistent with the investment objectives and policies of each Fund involved in the trades, and will be effected at the closing market price for the security for the day upon which the cross trade is executed. Client accounts involved in such cross trades will not pay any brokerage commissions or mark ups in connection with the trades, but may pay customary transfer fees (i.e., aggregate ticket charges) that are assessed through any unaffiliated broker dealers through which the trades are effected. Calypso does not receive any compensation, other than its advisory fees as a result of engaging in a cross trade. Calypso does not sell securities to Clients nor does it purchase securities from Clients.

- (B) Reviews may be triggered by material market, economic or political events, or by changes in a Funds asset level.
- (C) Investors will receive the following: (i) annual financial statements of the accounts managed by Calypso, audited by an independent certified public accounting firm; (ii) at the discretion of Calypso or an affiliate of Calypso, a periodic letter and monthly performance report discussing the results of the accounts; (iii) copies of such Investor's Schedule K-1 to each account's tax returns; and (iv) other reports as determined by Calypso or an affiliate of Calypso in Calypso's sole discretion. Calypso may agree to provide certain Investors with additional information on the underlying investments of the accounts, as well as access to Calypso and its employees for relevant information. All reports listed above are written.

**Item 14. Client Referrals and Other Compensation.**

- (A) Calypso does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Calypso Funds. Calypso Funds are not advised by any third party advisers.
- (B) Calypso has entered into arrangements with third-party individuals or entities for client referrals. Each of these arrangements have been entered into in accordance with the terms and conditions of 206(4)-3 of the Investment Advisers Act of 1940.

Specifically, Calypso may directly compensate non-employee (outside) consultants, individuals, and/or entities (“Solicitors”) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our Firm by a Solicitor, you should have received a copy of this Form ADV along with the Solicitor's disclosure statement at the time of the referral. If you become an investor, the Solicitor that referred you to our Firm will receive a percentage of the advisory fee you pay our firm for as long as you are a Client with our Firm, or until such time as our agreement with the Solicitor expires. You will not pay additional fees because of this referral arrangement. Payment of referral fees for prospective investor referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the Solicitor is, at least partially, motivated by financial gain. Referral fees paid to a Solicitor are contingent upon your investment into a Fund. Therefore, a Solicitor has a financial incentive to recommend our Firm to you for advisory services.

To mitigate that conflict, Calypso monitors the third-party solicitor’s marketing efforts. The Firm has specific policies and procedures in place dedicated to such task.

**Item 15. Custody.** Calypso maintains Client funds and securities at a qualified custodian. Each qualified custodian will send monthly account statements directly to Clients.

Investors are urged to review statements received directly from Calypso’s third party administrator.

- (A) **Investment Discretion.** Calypso manages the Funds with full investment discretion, meaning investment decisions for the Funds are made without prior consultation with Investors. Securities transactions for the Funds’ accounts are executed through brokers selected by Calypso. Calypso is also responsible for negotiating commissions paid.



**Item 16.     Voting Client Securities – Proxy Policy.**

- (A) Calypso uses reasonable judgment, as determined by the research analysts in their discretion, to vote proxies in a manner it determines is in the best interest of its Clients. Proxy voting is an important right of shareholders and reasonable care and due diligence are undertaken to ensure that such rights are properly and timely exercised.

The CCO has the responsibility for the implementation and monitoring of the proxy voting policy, practices, disclosures and record keeping. The CCO will make and retain the following documents relating to the voting of proxies of Client securities:

- A copy of each proxy statement that the investment adviser receives;
- A record of each vote cast by the investment adviser;
- A copy of any document created by the investment adviser that was material to making a decision how to vote proxies on behalf of a Client or that serves as the basis for that decision; and
- A copy of each written client request for information on how the investment adviser voted proxies on behalf of the Client, and a copy of any written response by the investment adviser to any (written or oral) Client request for information on how the adviser voted proxies on behalf of the requesting Client.

All requests for our proxy voting policies or copies of voted proxies should be addressed to the CCO.

Should a conflict of interest arise between the Firm and its Clients related to the proxy, and is deemed “material” by the Firm, the Firm will resolve the conflict in accordance with the Firm’s policies and procedures.

**Item 17.     Financial Information.**

- (A) Since we bill all fees in arrears, under no circumstances will we require or accept fees in advance of services rendered.
- (B) Calypso, as a registered investment adviser, is required to provide you with certain financial information or disclosures about the Firm’s financial condition. The Firm has no financial commitment that impairs the Firm’s ability to meet contractual and fiduciary commitments to Clients.

- (C) Calypso has not been the subject of a bankruptcy petition at any time during the past ten years.

**Item 18. Requirements for State-Registered Advisers**

Not applicable.