

Oracle Investment Management, Inc.

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This Brochure provides information about the qualifications and business practices of Oracle Investment Management, Inc. If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer (“**CCO**”), Aileen Wiate at +1 203 862 7900 or by email at awiate@oraclepartners.com. Additional information about Oracle Investment Management, Inc. is also available on www.oraclepartners.com and on the SEC’s website at www.adviserinfo.sec.gov. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Registration of an investment adviser does not imply that Oracle Investment Management, Inc. or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Item 2: Material Changes

The following material changes occurred since our previous ADV amendment filing in August 2012.

- Oracle Offshore Limited was closed on December 1, 2012.
- Oracle Ten Fund Offshore Limited was closed on November 1, 2012.

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Item 4: Advisory Business

Oracle Investment Management, Inc. (“**Oracle**”, the “**Firm**”, “**we**”, or “**our**”) is an investment adviser with its principal place of business in Greenwich, Connecticut. Oracle commenced operations as an investment adviser in July 1993. Oracle provides investment management services to the following privately pooled investment vehicles:

- Oracle Partners, L.P.
- Oracle Ten Fund Master, L.P.
- Oracle Ten Fund, L.P.
- Oracle Institutional Partners, L.P.

which are collectively referred to as the “**Funds**”. Oracle provides advice to the Funds based on specific investment objectives and strategies. Oracle does not tailor advisory services to the individual needs of investors in the Funds (the “**Investors**”). The Investors may not impose restrictions on investing in certain securities or types of securities.

Larry N. Feinberg is the sole owner of the Firm.

As of December 31, 2012, the Firm managed US\$ 441,323,987 of gross assets in the Funds, all of which are managed on a discretionary basis.

Item 5: Fees and Compensation

Pursuant to the offering documents and advisory agreements, Oracle generally receives a quarterly management fee from the Funds at an annual rate ranging from 1.5% - 2%.

Oracle deducts the management fee from Investor accounts by instructing the Funds’ custodian to deduct the fee. Management fees are not negotiable. The Funds pay for organizational and initial offering expenses as well as ongoing operating expenses, including but not limited to, accounting, auditing, tax preparation, legal, administration, research, and trading costs. The Funds may incur brokerage and other transaction costs. For further details on the Firm’s brokerage practices refer to Item 12 of this Brochure.

Oracle and its employees do not accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

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

The Firm generally receives a performance allocation with respect to each Fund that is calculated based upon a percentage of the net capital appreciation of the relevant Fund. The performance allocations are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”).

Net asset value includes net realized and unrealized profits and losses. Net profits are calculated net of management fees, but before the performance fee allocation.

Performance based fee arrangements may create an incentive for Oracle to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Oracle has procedures designed and implemented to ensure that

all Funds are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Funds.

No other hourly, flat or asset-based fees are charged to the Funds.

Item 7: Types of Clients

The Firm's clients are the Funds. Investors in the Funds consist primarily of institutional investors, high net worth individuals, and family offices.

The minimum initial investment for each Fund is as follows:

- | | |
|---------------------------------------|-----------------|
| • Oracle Partners, L.P. | US \$ 2 million |
| • Oracle Ten Fund, L.P. | US \$ 1 million |
| • Oracle Institutional Partners, L.P. | US \$ 1 million |

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

Methods of Analysis & Investment Strategy

Our portfolio strategy is based on a top-down approach of understanding how the healthcare industry is evolving and, within healthcare, which sectors and companies are the best and worst positioned. We then distill this pool of dozens of subsectors and hundreds of companies into our long and short focus lists. These relatively concentrated lists of long/short equity positions comprise the basis for each of our three distinct portfolio strategies. Our flagship fund, Oracle Partners, L.P. has an aggressive investment profile, seeking maximum capital appreciation. Oracle Ten Fund L.P. also shares an aggressive investment profile, but seeks maximum capital appreciation by investing in the Fund manager's top research ideas. Oracle Institutional Partners, L.P. has reduced exposure limits and a more conservative volatility profile.

The healthcare industry is characterized by rapid and disrupting changes driven by innovation and regulation. Demand for healthcare is also accelerating as the population of the developed world ages. These forces provide opportunities for both long and short investing, based on Oracle's fundamental security selection process. The portfolio employs a long/short strategy that may include ETFs and/or derivative instruments to refine the risk profile of the portfolio, during periods of severe market uncertainty.

Capital is allocated to sectors based on a top down identification of sector opportunity followed by a bottom up analysis of which specific companies will out-perform or under-perform. We invest across the healthcare industry and across market capitalizations but concentrate on liquid, mid- and higher-cap companies. We mitigate scientific risk by investing mainly in companies with approved products or services. Final decisions are made by the portfolio manager and are reviewed continuously. Oracle considers the magnitude of sector and position concentration at all times.

The team starts by identifying major themes or disruptions within the global healthcare landscape. We then identify which industry sub-sectors will be most impacted by change. Next, we identify which companies within the sub-sectors will win or lose based on those changes. The process has been followed since our inception. Our greatest strength is the investment team's experience in the industry and ability to identify major opportunities across sub-sectors of the healthcare industry. As a sector specific fund, we generally do not produce market wide diversification within the portfolios.

Investment criteria that new positions must meet are:

- 1) Liquidity;
- 2) Market conditions;
- 3) Urgency of establishing a position;
- 4) Determination of supply and demand (is there a block for sale; which broker has been active in the stock, etc);
- 5) The use of broker vs. ECN (liquidity vs. anonymity);
- 6) Is this is an add-on position or a new position.

We may modify the investment objectives and strategies of our Funds at any time. Our right to modify strategies with respect to the Funds depends upon the terms of the agreements governing such accounts and vehicles.

Risk of Loss Factors

Investing in securities involves risk of loss that Investors should be prepared to bear. Investors should consider the following factors before investing in one of the Funds. The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. Prospective investors are urged to consult their professional advisers and review the legal documents for each particular Fund before deciding to make an investment in a Fund.

Illiquidity

Inasmuch as there are substantial restrictions on withdrawals, particularly since (i) investments held in special capital accounts and private investments allocated by the Firm to basic capital accounts, in the discretion of the Firm, are subject in the hands of the Funds to long-term or indefinite legal or contractual restrictions on disposition and (ii) limited partnership interests are not tradeable, an investment in the Funds is a relatively illiquid investment. In light of the foregoing, investment in the Funds should be considered only by persons financially able to maintain their investment for a substantial period of time and who can afford a loss of a substantial part of their investment.

Healthcare Industry Risks

Because the Funds focus their investments in the healthcare industry, the value of the interests in the Funds is susceptible to factors affecting the industry. The healthcare industry generally is subject to substantial government regulation and approvals; accordingly, changes in government policies or regulations or the failure to receive FDA approval could have a material effect on the demand for products and services offered by healthcare companies and therefore could affect the performance of the Funds.

Furthermore, FDA approval of a particular product is subject to withdrawal in the event that problems with the product's use are subsequently discovered. Even large healthcare companies may be highly dependent on the revenue and profits from single products. In addition, the products and services offered by such companies may be subject to rapid obsolescence caused by technological and scientific advances or may not meet the expectations of intended use.

Product Liability Exposure

Healthcare companies are especially susceptible to product liability lawsuits because their products and services affect the health and well-being of many individuals. Certain companies

in which the Funds will invest will be exposed to potential product liability risks that are inherent in the testing, manufacturing, marketing and sale of human therapeutic and diagnostic products. As a result of product liability claims, companies in which the Funds will invest may be required to pay substantial sums, including punitive damages. There can be no assurance that product liability claims would not have a material adverse effect on the business, financial condition or securities price of the companies in which the Funds will invest. The share price of a healthcare company can drop dramatically not only as a reaction to an adverse judicial ruling, but also from the adverse publicity accompanying threatened litigation.

Market Risks

The profitability of a significant portion of the Funds' investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that the Firm will be able to predict accurately these price movements. With respect to the investment strategy utilized by the Funds, there is always some, and occasionally a significant, degree of market risk.

Diversification

Since a large portion of the Funds' portfolio is concentrated in the healthcare industry and the portfolio is not required to be widely diversified, the investment portfolio of the Funds may be subject to more rapid change in value than would be the case if the Funds were required to maintain a wide diversification among companies or industry groups. The Firm will not invest more than 10% of the net assets of the Funds (computed at the time the investment is made) in the securities of any one company.

Incentive Allocation

The allocation of 20% of the Funds' net profits to the Firm as described in Item 6 above may create an incentive for the Firm to cause the Funds to make investments that are riskier or more speculative than would be the case if this special allocation were not made. Since a portion of the performance allocation is calculated on a basis which includes unrealized appreciation of the Funds' assets, such allocation may be greater than if it were based solely on realized gains, and a performance allocation could be made with respect to unrealized gains which may never be realized.

Illiquid Private Investments

The Funds may invest in unregistered securities of publicly held companies and in privately held companies. Such investments, which will generally be held in special capital accounts, will be illiquid and difficult to value. Such investments may require a significant amount of time from the date of initial investment before disposition. Sales of securities held in special capital accounts may not be possible and, if possible, may be made at substantial discounts from cost. Some portfolio companies may have the need for additional capital to support expansion or to achieve or maintain a competitive position, and there is no assurance that such capital will be available, particularly for private companies. The Firm may restrict withdrawals in order to fund such capital calls and fees and expenses of the Funds related to illiquid investments in which the withdrawing investor is a participant. In addition, upon the realization of such an illiquid investment, the proceeds of the realization will be retained in the special capital accounts and will not be transferred to basic capital accounts until the calculation of the month-end net asset value of the Funds. If such realization occurs in the beginning of a fiscal period, the proceeds of the realization may be retained in the special

capital accounts and may remain uninvested for up to approximately 30 days before being transferred to basic capital accounts.

Short Sales

The Funds' investment program will include selling securities of an issuer short in the expectation of "covering" the short sale with securities purchased in the open market at a price lower than that received in the short sale. The profit or loss realized on a short sale will be the difference between the price received in the sale and the cost of the securities purchased to cover the sale. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Funds' portfolio. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security, which could result in an inability to cover the short position, or a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Options

The Funds may engage in the trading of options. Such trading involves risks substantially similar to those involved in trading margined securities in that options are speculative and highly leveraged. Specific market movements of the securities underlying an option cannot be predicted accurately. The purchaser of an option is subject to the risk of losing the entire purchase price of the option. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the security underlying the option, which the writer must purchase or deliver upon exercise of the option. The Funds may also engage in the trading of options on baskets of securities and stock indices.

Item 9: Disciplinary Information

Oracle has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of Oracle have been subject to such action.

Item 10: Other Financial Industry Activities and Affiliations

Neither Oracle nor any of our employees have any relationships or arrangements that pose material conflicts of interest to the business of the Firm.

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

Participation or Interest in Client Transactions

We serve as the investment adviser to the Funds. Employees, affiliates of the employees, and relatives of the employee may make investments in the Funds. We may or may not receive any compensation from such investments from employees.

We and our affiliates and employees have a financial interest in the Funds through an incentive allocation or a direct investment interest in the Funds. As such, we could be considered to have recommended to Investors that they buy or sell securities or investments in which the Firm or a related person has some financial interest.

Code of Ethics & Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, we have adopted a Code of Ethics and an Employee Investment Policy that establishes various procedures with respect to investment transactions in accounts in which our employees or related persons have a beneficial interest or accounts over which an employee has investment discretion.

In general, employees (and members of their immediate households) are permitted to invest in securities outside the fields of healthcare services, bioscience, biotechnology, pharmaceuticals and medical devices, but must obtain written pre-approval from the CCO. The spirit of the Code of Ethics and the Employee Investment Policy is to discourage frequent trading in employee personal accounts. In addition, employees may not acquire securities for their own account in an initial public offering without written pre-approval from the CCO. Employees must also obtain pre-approval from the CCO before engaging in any outside business activities or private placements.

All of our employees must direct their brokers to send duplicate brokerage statements to the CCO. These records are used to monitor compliance with the foregoing policies.

These policies apply to any personal transactions involving equity, debt, options, or futures. This policy does not apply to transactions involving government securities, open-end mutual funds or other instruments which afford the investor no discretion over individual securities transactions.

Our Code of Ethics and Employee Investment Policy are available upon request.

Item 12: Brokerage Practices

As an adviser and a fiduciary to our Funds, we require that our Funds' interests must always be placed first and foremost, and our trading practices and procedures prohibit unfair trading practices and seek to disclose and avoid any actual or potential conflicts of interests or resolve such conflicts in the Fund's favor. Oracle's primary consideration in placing transactions with particular broker-dealers is to obtain execution in the most effective manner possible. Oracle also takes into account a variety of other factors, including the financial strength, integrity and stability of the broker-dealer and the commissions to be paid. Oracle may also consider the quality, comprehensiveness and frequency of available research and other products and services considered to be of value.

We have adopted the following policies and practices to meet the Firm's fiduciary responsibilities and to ensure our trading practices are fair to all Funds and that no Fund or account is advantaged or disadvantaged over any other.

Aggregation

The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to clients. Our policy is to aggregate client transactions where possible and when advantageous to clients. In these instances, clients participating in any aggregated transactions will receive an average share price and transaction costs will be shared equally and on a pro-rata basis.

Allocation

Our policy prohibits any allocation of trades in a manner that our proprietary accounts, affiliated accounts, or any particular client or group of clients to receive more favourable treatment than other clients.

All Funds are generally traded *pari passu* and trades are normally allocated *pro rata* with the allocations being set on a continual basis.

Soft Dollars

We may use “soft dollars” generated by the Funds’ trading activities to purchase research services or products that would otherwise have been an expense of the Firm which fall outside the safe harbor for soft dollars available under Section 28(e) of the Securities Exchange Act of 1934, as amended. Such services and products include: fees of consultants who provide research for the Funds; marketing expenses, including without limitation, travel related expenses, meals and related expenses; voice and data telephone lines and other telecommunications and electronic infrastructure (including dedicated high speed and/or broadband lines); cellular phones; computer hardware and software; news and quotation equipment and services; electronic office equipment; overhead, including rent, utilities, furnishings, technology support and other office expenses; record keeping and clerical services, financial publications, maintenance fees, insurance dues, educational and training meetings or seminars, professional fees, local taxes, filing fees, disaster recovery expenses; and other business expenses.

Use of commissions could be viewed as additional compensation to Oracle, and Oracle receives a benefit because it does not have to produce or pay for such research or other products or services. This may create a potential conflict of interest between Oracle’s fiduciary duty to operate the Funds in the best interest of the Funds, and Oracle’s desire to receive or direct these soft-dollar benefits. As a result of receiving such products or services, Oracle has an incentive to select and recommend, and to use and continue to use, such brokers-dealers to effect transactions for a Fund so long as such brokers-dealers continue to provide such soft dollar credits to Oracle, rather than based on such Fund’s interests in receiving most favorable execution of their securities transactions. As a result, Oracle may cause the Funds to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers, or to accept lower prices for the sale of securities, in return for soft dollar benefits (known as “paying-up”). In selecting a broker for each specific Fund portfolio transaction, Oracle will use its best judgment to choose the broker-dealers most capable of providing best execution on an overall basis and not only based upon price.

Item 13: Review of Accounts

Review of Accounts

The Funds managed by the Firm are reviewed on a continual basis by Larry N. Feinberg to assure conformity with investment objectives and guidelines.

Reporting

Oracle will distribute an audited financial report for each Fund with respect to the previous fiscal year to all Investors within 120 days of year-end. In addition, each Fund will generally

distribute net asset value updates and performance reports with attribution analysis on a monthly basis.

Item 14: Client Referrals and Other Compensation

Oracle may compensate third parties who provide referrals for advisory clients in accordance with Rule 206(4)-3 of the Advisers Act.

We do not currently provide advice to parties other than the Investors in the Funds. The Firm also does not provide other advisory services to the Investors in the Funds.

Item 15: Custody

We are deemed to have custody of the Funds' assets by virtue of our status as manager or general partner of the Funds. We maintain the assets of the Funds in accounts with "qualified custodians" pursuant to Rule 206(4)-2 under the Advisers Act. The qualified custodians presently utilized by us are:

Credit Suisse Securities (USA) LLC,
11 Madison Avenue
New York, NY 10010

and

Morgan Stanley & Co. LLC.
1585 Broadway,
New York, NY 10036

To ensure compliance with Rule 206(4)-2 under the Advisers Act, we reasonably believe that all Investors in the Funds will be provided with audited financial statements, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 day of each Fund's fiscal year. The audited financial statements are sent by Oracle or Oracle's third party administrator. Investors should carefully review the audited financial statements of the Funds upon receipt.

Item 16: Investment Discretion

Oracle possesses discretionary portfolio management authority over the Funds with respect to asset allocations and direct investments as per the advisory agreements and offering documents in place.

Prior to assuming full discretion in managing a *client's* assets, the Firm enters into an investment management agreement or other agreement that sets forth the scope of the Firm's discretion.

Oracle has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the client account.

Item 17: Voting Client Securities

To the extent Oracle has been delegated proxy voting authority on behalf of its clients, Oracle complies with its proxy voting policies and procedures that are designed to ensure that in cases where Oracle votes proxies with respect to client securities, such proxies are voted in the best interest of the Funds. The Investors in the Fund may not direct voting of proxies.

Upon request, we will provide an Investor with a copy of our proxy voting policies and procedures and/or a record of all proxy votes cast by the Funds.

Item 18: Financial Information

Oracle has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.