

Prism Funds, LLC
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Prism Funds, LLC
Brochure
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Contact: Richard Simkus, Chief Compliance
Officer
2633 Main Street, Suite 301
Lawrenceville, NJ 08648

This brochure provides information about the qualifications and business practices of Prism Funds, LLC (the “Registrant”). If you have any questions about the contents of this brochure, please contact us at (609) 620-0966 or Richard@prismadvisoryllc.com. 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 Prism Funds, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

References herein to Prism Funds, LLC as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes made to Prism Funds LLC's disclosure statement since last year's Annual Amendment filing on March 31, 2011.

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Item 4 **Advisory Business**

- A. Prism Funds, LLC (the “Registrant”) is a limited liability company formed in March 2008 in the State of Delaware. The Registrant became registered as an Investment Advisor Firm in September 2008. The Registrant is owned by Richard Simkus and Prism Advisory Group, LLC (“*Prism Advisory*”). Richard Simkus is the Registrant’s Managing Member.

B. **ADVISORY SERVICES**

The Registrant serves as the General Partner of, and provides discretionary investment management services to, Prism Jade Fund, LP and Prism Amber Fund, LP (the “*affiliated private funds*”). The *affiliated private funds* are offered to qualified investors in accordance with the terms and conditions of each *affiliated private funds*’ offering documents. The Registrant **does not** provide investment supervisory services to individual investors. Rather, the Registrant’s investment supervisory services are limited to its management of the *affiliated private funds*.

The Registrant **does not** provide financial planning, estate planning, insurance planning or any other related or unrelated financial planning or consulting services. The Registrant makes the *affiliated private funds* available to investors exclusively through introductions from such investor’s investment adviser. As such, other than confirming that the prospective investor qualifies for either of the *affiliated private funds* per the responses set forth on the *affiliated private funds* subscription documents, the individual’s investment advisor (**not** the Registrant) maintains initial and ongoing responsibility to counsel its investor client as to the suitability of the *affiliated private funds* and any of its underlying investment strategies.

IMPLEMENTATION THROUGH AN AFFILIATED INVESTMENT ADVISER

The Registrant **does not** provide financial planning, investment supervisory, investment management, investment reporting, or investment implementation services. Rather, in the event that individuals and/or institutions desire to implement investment advisory services on a *fee* basis, the Registrant may recommend *Prism Advisory* an affiliated SEC registered investment adviser firm, to provide investment advisory services and/or financial planning services (*See* Item 10.C.3 below).

INVESTMENT IMPLEMENTATION/MANAGEMENT

The Registrant **does not** provide investment supervisory, investment management, investment reporting or investment implementation services. Rather, in the event that individuals and/or institutions desires to implement investment advisory services on a *commission* basis, the client can engage the Registrant’s Principal, Richard Simkus, in his individual capacity as a registered representative of McDonald Partners, LLC (“*McDonald Partners*”), a FINRA member broker-dealer. (*See* Item 5.E below)

MISCELLANEOUS

Affiliated Private Funds. As discussed above, the Registrant serves as the General Partner of, and provides discretionary investment management services to the *affiliated private funds*. The terms and conditions for participation in each of the *affiliated private funds* including management and incentive fees, conflicts of interest, and risk factors, are set forth in the fund's offering documents.

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each investor for review and consideration. Unlike other liquid investments that an investor may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective investor will be required to complete a Subscription Agreement, pursuant to which the investor shall establish that he/she/it is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Conflict Of Interest. Because the Registrant earns compensation from the *affiliated private funds* the recommendation that an individual or institution become an investor in either of the *affiliated private funds* presents a **conflict of interest**. **The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding this conflict of interest.**

Please Also Note: Valuation. In the event that the Registrant references private investment funds owned by the investor on any supplemental account reports prepared by the Registrant, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Investor Obligations. In performing its services, Registrant shall not be required to verify any information received from an investor or from the investor's other professionals, and is expressly authorized to rely thereon. Moreover, each investor is advised that it remains his/her/its responsibility to promptly notify their investment adviser if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising previous recommendations made by their investment adviser.

Please Note: The investment advisor of each of the participants in the *affiliated private funds* (**not** the Registrant) maintains initial an ongoing responsibility to counsel its client as to the suitability of the *affiliated private funds* and any of its underlying investment strategies.

- C. The Registrant only provides investment management services to the *affiliated private funds*. To the extent that the Registrant provides investment advisory services, those services are specific to the needs of each of the *affiliated private funds*. The Registrant shall allocate investment assets consistent with the designated investment objective of each of the *affiliated private funds*.

- D. The Registrant does not participate in a wrap fee program.
- E. As of January 31, 2012, the Registrant had \$46,318,648 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

A. Advisory Services

The Registrant **does not** provide investment advisory services to individual investors. Rather, the Registrant's investment services are limited to its management of the *affiliated private funds*. As the investment adviser to each of the *affiliated private funds*, the Registrant shall receive compensation in the form of management fee and/or incentive fees. The Registrant's compensation for each of the *affiliated private funds* shall be calculated as follows:

The Registrant's management fee will be equal to:

- (i) 0.02916 of the Net Asset Value of the Institutional Class (0.35% *per annum*)
- (ii) 0.04166 of the Net Asset Value of the Founders Class (0.50% *per annum*)
- (iii) 0.0625 of the Net Asset Value of the Regular Class (0.75% *per annum*).

- The management fee will be prorated for capital contributions accepted on a day other than the first of a month. No portion of the Registrant's management fee will be refunded in connection with any withdrawals from a Limited Partner's capital account permitted by the Registrant during a month.

Please Note: For further information pertaining to the calculation of the Registrant's management fee and/or any incentive fees please review the *affiliated private funds'* respective subscription documents.

- B. The *affiliated private funds* allow for the Registrant to deduct its fees directly from fund assets in compliance with regulatory procedures. In the limited event that the Registrant bills the *affiliated private funds* directly, payment is due upon receipt of the Registrant's invoice. The Registrant shall deduct fees and/or bill the *affiliated private funds* monthly in advance, based upon the Net Asset Value of the given class of stocks, as described above in Item 5.A, on the last business day of the previous month.

In the event that an *affiliated private fund* does not have sufficient liquid assets to pay the Registrant's fee, the fee shall accrue until such time that the *affiliated private fund* has sufficient liquid assets, at which time the Registrant shall collect the full amount of its fee.

- C. The Registrant **does not** provide investment supervisory services to individual investors. Rather, the Registrant's investment supervisory services are limited to its management of the *affiliated private funds*. Each of the *affiliated private funds* shall act as their own custodian. As such, the Registrant does not select and/or recommend broker-dealers to the *affiliated private funds*.

However, the Registrant may determine to allocate each of the *affiliated private funds'* assets among separately managed accounts, and those accounts in turn, may utilize the

services of a broker-dealer/custodian for a portion of the *affiliated private funds'* assets. It should be noted that broker-dealers charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, the *affiliated private fund* will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

- D. Registrant's annual investment advisory fee shall be prorated and paid monthly, in advance, based upon the Net Asset Value of the given class of stocks, as described above in Item 5.A, on the last business day of the previous month. The Registrant does not generally require an annual minimum fee or asset level for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future additional assets, dollar amount of assets to be managed, etc.).

The *Investment Advisory Agreement* between the Registrant and the *affiliated private funds* will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, the Registrant shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

- E. **Securities Commission Transactions.** In the event that the client desires, the client can engage Registrant's Principal, Richard Simkus, in his individual capacity, as a registered representative of McDonald Partners, LLC ("*McDonald Partners*"), a FINRA member broker-dealer, to implement investment transactions on a commission basis. In the event the client chooses to purchase investment products through *McDonald Partners*, *McDonald Partners* will charge brokerage commissions to effect securities transactions, a portion of which commissions *McDonald Partners* shall pay to Mr. Simkus, as applicable. The brokerage commissions charged by *McDonald Partners* may be higher or lower than those charged by other broker-dealers. In addition, *McDonald Partners*, as well as Mr. Simkus, relative to commission mutual fund purchases, may also receive additional ongoing 12b-1 trailing commission compensation directly from the mutual fund company during the period that the client maintains the mutual fund investment.

1. **Conflict of Interest:** The recommendation that a client purchase a commission product from *McDonald Partners* presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Mr. Simkus. **The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding the above conflict of interest.**
2. **Please Note:** Clients may purchase investment products recommended by Registrant through other, non-affiliated broker dealers or agents.
3. The Registrant does not receive more than 50% of its revenue from advisory clients as a result of commissions or other compensation for the sale of investment products the Registrant recommends to its clients.

4. When Registrant's representatives sell an investment product on a commission basis, the Registrant does not charge an advisory fee in addition to the commissions paid by the client for such product. When providing services on an advisory fee basis, the Registrant's representatives do not also receive commission compensation for such advisory services (except for any ongoing 12b-1 trailing commission compensation that may be received as previously discussed). **However**, a client may engage the Registrant to provide investment management services on an advisory fee basis and separate from such advisory services purchase an investment product from Registrant's representatives on a separate commission basis.

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

Rule 205-3 of the Investment Advisers Act of 1940 permits a registered investment adviser to enter into a performance fee agreement with certain sophisticated clients who have the capacity to bear the potential additional risks of such a fee arrangement. An adviser can rely on Rule 205-3 only if the performance fee agreement is with "eligible" clients. Eligible clients are defined in the Rule as natural persons and companies that have *either* at least \$750,000.00 under management with the Registrant immediately after entering into a performance fee agreement *or* a net worth at the time the agreement is entered into in excess of \$1.5 Million (i.e. a natural person's net worth may include assets held jointly with a spouse).

Consistent with the parameters of Rule 205-3 of the Investment Advisers Act of 1940 (to the extent Rule 205-3 is applicable), the Registrant (and/or Registrant's affiliated entities) may also receive, from its *affiliated private investment funds*, incentive or performance fee compensation on a fully disclosed written basis. Because Registrant and its representatives manage client accounts that charge both an asset-based fee and/or a performance based fee, this arrangement creates a **conflict of interest**, as Registrant and its representatives have an incentive to favor investments where Registrant receives both an asset-based fee and a performance fee. **The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding this conflict of interest.**

Item 7 Types of Clients

The Registrant only provides investment management services to the *affiliated private funds*. The Registrant does not generally require an annual minimum fee or asset level for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future additional assets, dollar amount of assets to be managed, etc.).

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

- A. The Registrant may utilize the following methods of security analysis:
 - **Fundamental** - (analysis performed on historical and present data, with the goal of making financial forecasts)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s).

- B. The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases, Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

- C. The Registrant **does not** provide investment supervisory services to individual investors. Rather, the Registrant's investment supervisory services are limited to its management of the *affiliated private funds*. Currently, the Registrant primarily allocates the *affiliated private funds*' assets among various, unaffiliated, mutual funds, limited partnerships and separately managed accounts, on a discretionary basis in accordance with the *affiliated private funds*' designated investment objectives.

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. **Registered Representative of McDonald Partners.** As disclosed above in Item 5.E, the Registrant's Principal, Richard Simkus, is also a registered representative of *McDonald Partners*, a FINRA member broker-dealer.

B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

C.

1. **Registered Representatives of a Broker Dealer.** As disclosed above in Item 5.E, the Registrant's Principal, Richard Simkus, is a registered representative of *McDonald Partners*, a FINRA member broker-dealer. Individuals and institutions can choose to engage Registrant's Principal, in his individual capacity, to effect securities brokerage transactions on a commission basis.

- **Conflict of Interest:** The recommendation by Richard Simkus to purchase a securities commission product presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No one is under any obligation to purchase any commission products from Richard Simkus. Any investors who approach Mr. Simkus for securities commission products are reminded that they may purchase securities products through other, non-affiliated registered representatives of a broker-dealer. **The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding the above conflict of interest.**

3. **Other Investment Adviser Firm** The Registrant's Principal, Richard Simkus, is the Managing Member of *Prism Advisory*, an affiliated SEC registered investment advisor firm. Also, as noted above, *Prism Advisory* holds an ownership interest in the Registrant. The Registrant may refer individuals/institutions to *Prism Advisory* for implementation on a *fee* basis. There is no obligation to engage the services of *Prism Advisory*. **The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding the above conflict of interest.**

8. **Licensed Insurance Agents.** The Registrant's Principal, Richard Simkus, in his individual capacity, is a licensed insurance agent, and may recommend the purchase of certain insurance-related products on a commission basis. Richard Simkus can be engaged to purchase insurance products on a commission basis.

- **Conflict of Interest:** The recommendation by Richard Simkus to purchase an insurance commission product presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No one is under any obligation to purchase any insurance commission products from Richard Simkus. Any investors who approach Mr. Simkus for insurance commission products are reminded that they may purchase insurance products through other, non-affiliated insurance agents. **The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding the above conflict of interest.**

D. The Registrant does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. As disclosed above, the Registrant has a financial interest in the *affiliated private funds*. The terms and conditions for participation in the *affiliated private funds*, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the fund's offering documents.

The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also purchased or sold on behalf of the *affiliated private funds*. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are purchased or sold on behalf of the *affiliated private funds*. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11 C, the Registrant has a personal securities transaction policy in place to

monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

Item 12 Brokerage Practices

The Registrant **does not** provide investment supervisory services to individual investors. Rather, the Registrant's investment supervisory services are limited to its management of the *affiliated private funds*. Each of the *affiliated private funds* shall act as their own custodian. As such, the Registrant does not select and/or recommend broker-dealers to its clients.

Item 13 Review of Accounts

The Registrant **does not** provide investment supervisory services to individual investors. Rather, the Registrant's investment supervisory services are limited to its management of the *affiliated private funds*. An independent public accountant audits the affiliated private funds annually and audited financial statements are distributed to the individual investors of the *affiliated private funds*.

Item 14 Client Referrals and Other Compensation

- A. The Registrant does not receive any economic benefit from any non-client for providing investment advisory services
- B. If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, Registrant *may* pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the Registrant's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant.

Item 15 Custody

The Registrant shall have the ability to have its advisory fee for each of the *affiliated private funds* debited by the custodian on a monthly basis. An independent public accountant audits the affiliated private funds annually and audited financial statements are distributed to the individual investors of the *affiliated private funds*.

Item 16 Investment Discretion

The Registrant provides investment advisory services to the *affiliated private funds* on a discretionary basis. The Registrant is the General Partner of both of the *affiliated private funds*. The Registrant as the attorney and agent in fact for both of the *affiliated private funds*; granting the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the *affiliated private funds* discretionary account.

Item 17 Voting Client Securities

The Registrant is responsible for voting client proxies on behalf of the *affiliated private funds* (**However**, the *affiliated private funds* shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.). The Registrant shall vote proxies in accordance with its Proxy Voting Policy, a copy of which is available upon request. The Registrant shall monitor corporate actions of individual issuers and investment companies consistent with the Registrant's fiduciary duty to vote proxies in the best interests of the *affiliated private funds*. Although the factors which the Registrant will consider when determining how it will vote differ on a case by case basis, they may, but are not to be limited to, include the following: (a review of recommendations from issuer management, shareholder proposals, cost effects of such proposals, effect on employees and executive and director compensation, etc.) With respect to individual issuers, the Registrant may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Registrant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. The Registrant shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Richard Simkus, remains available to address any questions regarding the above disclosures and arrangements.