

Sands Capital Ventures, LLC

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Form ADV, Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Sands Capital Ventures, LLC ("Sands Ventures"). If you have any questions about the contents of this brochure, please contact us at (703) 562-4000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Sands Ventures is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Sands Ventures also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Sands Ventures is 155517.

Item 2. – Material Changes

Sands Ventures is a newly formed investment adviser. This is the first time that we have prepared Form ADV Part 2A. In the future, this item will discuss only material changes that are made to the brochure and provide a summary of those changes. We will also reference the date of the last annual update of our brochure.

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Please retain this brochure for your records.

Item 4. – Advisory Business

Sands Ventures is an investment adviser organized in October 2010 as a wholly owned subsidiary of Sands Capital Management, LP (“Sands LP”). An affiliate of Sands LP, Sands Family Trust, LLC, serves as the manager of Sands Ventures. The ownership structure of Sands LP is described in Item 10.

Sands Ventures provides investment advisory services to clients regarding venture capital, private equity, and related investments. Currently we focus our investment research and due diligence efforts in the life science sector, related innovative technologies, the more broadly defined technology sector, and e-commerce, but we may broaden the scope of the investment opportunities we consider at any time. Our investment strategy and methods of analysis are discussed in Item 8.

Our investment research and due diligence is not tailored to the individual needs of any client. We do not collect any information about our clients (other than requiring clients to meet the general qualifications discussed in Item 7) that would permit us to conduct such a suitability analysis. Clients may not impose any restrictions or limitations on the types of investments we research.

Sands Ventures has discretion in selecting clients that receive access to investments. We may also select the amount of available capacity in the investments to be allotted. Allocations are made based on our expectations as to a client’s interest and such other considerations as we deem appropriate. Clients have no right to be made aware of or to participate in any investment opportunity we identify.

Our clients generally participate in investments through special purpose vehicles, typically organized as Delaware limited liability companies (“Transaction Vehicles”), which purchase and hold the investments. The Transaction Vehicles issue membership or other equity interests in exchange for capital contributions by participating clients. The proceeds are then used to make the investment identified by us in a private placement transaction and to pay the Transaction Vehicle’s expenses. Each investment is held by a separate Transaction Vehicle (although two Transaction Vehicles may, in our discretion, invest on a side-by-side basis if we determine that structure is necessary or advisable).

If we have the opportunity to make a follow-on investment in a particular company, we may make the investment either through the existing Transaction Vehicle or a new Transaction Vehicle. In either case, we may make the follow-on investment in the existing Transaction Vehicle, or a newly formed Transaction Vehicle, in our discretion. If we determine to make the investment through the existing Transaction Vehicle, new clients may be admitted as additional members of the Transaction Vehicle, in our discretion. New members will generally not participate in the existing investments held by the Transaction Vehicle, but will only participate in the follow-on investment.

Clients have no right to redeem their membership interests in a Transaction Vehicle prior to the expiration of its term, and can obtain liquidity only upon the termination of the Transaction Vehicle or a partial disposition of its investments.

Sands Ventures provides management services to the Transaction Vehicles, including, among other things, (i) determining the timing and terms of the investments by the Transaction Vehicles in the companies we identify, (ii) providing ongoing management of the investments, including in some instances providing strategic advice to the company's management, (iii) determining whether or not to cause a Transaction Vehicle to participate in follow-on financing of the company, and (iv) determining the timing and terms of a Transaction Vehicle's disposal of its investments.

None of the Transaction Vehicles will be registered as an investment company under the Investment Company Act of 1940. The offer and sale of the securities of each Transaction Vehicle will not be registered under the Securities Act of 1933.

Sands Ventures is a newly organized adviser and had no assets under management as of the date of this brochure.

Item 5. – Fees and Compensation

Clients do not pay any fees pursuant to their advisory agreements.

Members of the Transaction Vehicles will be subject to an incentive allocation paid to an affiliate of Sands Ventures, as managing member of a Transaction Vehicle, equal to a percentage (generally 20%) of the net realized gains on the full or partial disposition of the securities held by the Transaction Vehicle. Generally, an incentive allocation will be distributed following a full or partial disposition of a Transaction Vehicle's assets, or another liquidity event that gives rise to a distribution by the Transaction Vehicle to all of its members. An incentive allocation will generally only be made with respect to a member after the member has received a full return of its capital contributions to the Transaction Vehicle.

The Transaction Vehicles may have different incentive allocation structures. We may separately negotiate terms with individual clients, which may result in a member being subject to an incentive allocation that is different from those applicable to other members of the same Transaction Vehicle. The incentive allocation applicable to certain members may be reduced or eliminated for such period(s) as we determine, in our discretion. When Sands Ventures personnel or other affiliates invest in a Transaction Vehicle, they generally will not be subject to an incentive allocation (or may be subject to a reduced allocation), in our discretion.

Each Transaction Vehicle bears its own start-up, offering, and organizational expenses, as well as the ongoing fees or expenses incurred in connection with its business. In order to pay anticipated expenses, a portion of the members' capital contributions may be maintained by a Transaction Vehicle in cash or cash management instruments. Expenses or liabilities that are attributable or allocable to more than one Transaction Vehicle may be allocated in a manner deemed equitable.

Sands Ventures, one of our affiliates, or a third party may perform certain administrative services on behalf of the Transaction Vehicles (including, but not limited to, bookkeeping and financial reporting). The Transaction Vehicles will reimburse us or our affiliate for any expenses incurred on their behalf. The Transaction Vehicles will pay fees to third parties for such services

according to their standard fee schedules, and may reimburse such parties for certain expenses incurred on behalf of the Transaction Vehicles.

None of our supervised persons accepts any compensation for the sale of securities or other investment products.

Item 6. – Performance-Based Fees and Side-By-Side Management

Incentive allocations are based on the net realized appreciation of assets held by a Transaction Vehicle. Such performance-based compensation may create an incentive for us to make investment decisions that are riskier or more speculative than would be the case in the absence of a financial incentive based on performance. Moreover, our investment personnel or other affiliates may not be subject to an incentive allocation (or may incur a reduced allocation).

We monitor the investments held by the Transaction Vehicles on an ongoing basis, and will endeavor to ensure that it is appropriate to continue holding each investment without regard to the potential for performance-based compensation. In addition, each client is required to represent that it is a “qualified client” within the meaning of Rule 205-3 under the Investment Advisers Act of 1940.

Item 7. – Types of Clients

We anticipate that our clients will generally be high net worth individuals and their related investment entities. We do not, however, intend to limit clients to such individuals and entities. A client generally must be both (1) an “accredited investor” as defined in Regulation D under the Securities Act of 1933 and (2) a “qualified client” as defined in Rule 205-3 under the Investment Advisers Act of 1940. In some cases, a client may also be required to be a “qualified purchaser” as defined by the Investment Company Act of 1940 and the rules thereunder. We will not accept a “benefit plan investor” as defined by the Employee Retirement Income Security Act of 1974 as a client.

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

Fundamental, bottom-up, company focused research is the core of our investment process. We utilize input from various methods of security analysis and various combinations of methods in rendering investment advisory services. Our method of security analysis may include general market, specific industry, or individual security technical or trend analysis. Our investment professionals may conduct on-site visits with senior management of companies we regard as potential investments.

Identification of Investments

Our principal sources of information include company prepared and disseminated information, physical inspections of corporate offices, plants, and other assets, discussions with corporate management, research materials prepared by others, scientific and medical literature, and discussions with consultants, physicians, scientists, or others concerning underlying technology.

We utilize input from various methods of security analysis and various combinations of analytical methods.

Targeted Investment Characteristics

We focus our investment research on venture capital, private equity, and related investments, including early stage venture capital and late stage growth capital. We evaluate businesses in varying stages of development, with a preference for businesses with validated technologies and platforms with an identifiable path to revenue generation and profitability. We will identify businesses that span various stages of financing, ranging from non-revenue-producing businesses to profitable businesses seeking growth capital.

We may identify investment opportunities in domestic and foreign equity securities, including preferred and convertible stock as well as common stock of any type. We may also from time to time identify investments in secured or unsecured debt, convertible debt, options, warrants, rights, or such other securities as we deem advisable.

Investment Risks

Investing in securities involves risk of loss which investors must be prepared to bear; venture capital investments of the type targeted by Sands Ventures involve a particularly high level of risk, and clients should be able to bear the loss of all or part of their investment. The risk factors listed below represent a limited summary of the various risks presented by the investment opportunities we identify.

Risk Inherent in Venture Capital Investments. The investments we identify will involve a high degree of risk. In general, the financial and operating risks confronting these companies may be significant. While targeted returns should reflect the perceived level of risk in any investment situation, there is no assurance that investors will be adequately compensated for risks taken.

Early stage and development stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing, and general management, which, in some cases, cannot be adequately solved. In addition, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small.

Investments in more mature companies in the expansion or profitable stage also involve substantial risks. In certain cases, the companies may have previously obtained capital in the form of debt or equity to expand rapidly, reorganize operations, acquire a business, or develop new products and markets. By definition, these activities involve a significant amount of change in a company and could give rise to significant problems in sales, manufacturing, and general management of these activities.

Investment in Companies Dependent Upon New Scientific Developments and Technologies. Investment opportunities will often involve companies developing new technologies or methods. Companies reliant upon the development of new technologies pose certain risks, including:

- rapidly changing science and technologies;
- products or technologies that may quickly become obsolete;
- exposure to a high degree of government regulation, making these companies susceptible to changes in government policy and failures to secure, or unanticipated delays in securing, regulatory approvals;
- scarcity of management, technical, scientific, research and marketing personnel with appropriate training;
- the possibility of lawsuits related to patents and intellectual property; and
- changing investor sentiments and preferences with regard to the specific industry sector relevant to the development or technology.

Illiquid Investments. The investments in companies we identify will be illiquid. Due to the illiquid nature of the investments, we may be unable to predict with confidence what the exit strategy will ultimately be, or that one will become available. Exit strategies that appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political, or other factors.

Potential Liabilities. Sands Ventures personnel may become actively involved in the management of the company, including, without limitation, by serving as a member of the company's board of directors or an observer to the board. This could result in the individual or a Transaction Vehicle being named as a defendant in litigation. Typically, companies will have insurance to protect directors and officers, but this insurance may be inadequate. Each Transaction Vehicle will indemnify Sands Ventures and its personnel for liabilities arising out of the services they provide.

Potential for Unexpected Risks. In researching potential investments, Sands Ventures will in many instances rely on materials created or provided by a company or its affiliates. Such materials are often provided on an "as-is" basis, and we may have a limited ability to verify the information they contain. There is no assurance that the information provided to us will fairly represent the business, operations, and financial outlook of a potential investment. As a result, we may not be able to properly identify, assess, and quantify the risks involved in an investment in the company. These unforeseen and unidentified risks could have an adverse effect on the investment.

Current Market Conditions. Recent events in the financial sector have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets. Both debt and equity markets, domestic and foreign, have experienced and may continue to experience increased volatility and turmoil. It is uncertain whether or for how long these conditions will continue. In addition, the U.S. government has taken a number of unprecedented actions to support certain financial and other institutions and segments of the financial markets that have experienced extreme volatility and, in some cases, a lack of liquidity. These events and possible continued market turbulence may have an adverse effect on the investments we identify.

Equity Securities. The investments we identify will usually be in equity securities. Investment in equity securities offers the potential for substantial capital appreciation. However, it also involves certain risks, including issuer, industry, market, and general economic related risks. While offering greater potential for long-term growth, equity securities are more volatile and more risky than some other forms of investment.

Options and Warrants. In addition to equity securities, in certain circumstances an investment opportunity may also involve options or warrants.

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, either to purchase or sell the underlying security or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium.

Warrants can be more speculative than certain other types of investments in that they do not entitle a holder to dividends or voting rights, nor do they represent any rights in the assets of the issuing company. Investment in warrants involves certain additional risks, including the possible lack of a liquid market for the resale of the warrants, potential price fluctuations as a result of speculation or other factors, and failure of the price of the underlying security to reach a level at which the warrant can be prudently exercised (in which case the warrant may expire without being exercised, resulting in the loss of the entire investment).

Convertibles. An investment may also involve debt securities, preferred stock, or other securities that may be converted into common stock (convertibles). Convertibles typically pay current income as either interest (debt security) or dividends (preferred stock). A convertible's value usually reflects both the stream of current income payments and the value of the underlying common stock. The market value of a convertible performs like that of a regular debt security; that is, if market interest rates rise, the value of a convertible usually falls. Since it is convertible into common stock, a convertible generally has the same types of market and issuer risk as the underlying common stock. Convertibles that are debt securities are also subject to the normal risks associated with debt securities, such as interest rate risk, credit spread expansion, and ultimately default risk. Convertibles are also prone to liquidity risk, as demand can dry up periodically and bid/ask spreads on bonds can widen significantly.

An issuer may be more likely to fail to make regular payments on a convertible than on its other debt because other debt securities may have a prior claim on the issuer's assets, particularly if the convertible is preferred stock. However, convertibles usually have a claim prior to the issuer's common stock. In addition, for some convertibles, the issuer can choose when to convert to common stock, or can "call" (redeem) the convertible, which may be at times that are disadvantageous.

Item 9. – Disciplinary History

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of their advisory business or the integrity of their management. We have no information to disclose pursuant to this item.

Item 10. – Other Financial Industry Activities and Affiliations

Sands Ventures is wholly owned by Sands LP. Sands LP is also the majority member of Sands Capital Management, LLC (“Sands Capital”), a registered investment adviser for which Sands Family Trust, LLC serves as manager.

Sands LP is controlled by two limited liability companies, each of which owns less than 50 percent of Sands LP. Frank M. Sands, Sr. and Marjorie R. Sands ultimately control one of these limited liability companies; Frank M. Sands, Jr. and Jessica K. Sands ultimately control the other.

Sands Ventures has entered into a services agreement with Sands Capital pursuant to which Sands Capital is providing the personnel and resources to conduct Sands Ventures’ business. Accordingly, all of our personnel are officers or employees of Sands Capital, and we operate from the same offices as Sands Capital. Nevertheless, we provide the investment advisory services to our clients and, accordingly, Sands Capital is not responsible or accountable to our clients for any liability arising from the services we provide.

Certain qualifying clients of Sands Capital may become clients of Sands Ventures. We may refer clients to Sands Capital from time to time.

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

Code of Ethics and Personal Trading

We have adopted a code of ethics in compliance with the Investment Advisers Act of 1940. The code of ethics is based on the principle that Sands Ventures and its personnel owe a fiduciary duty to our clients. As fiduciaries, our personnel must act at all times in the best interests of clients and avoid actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Our code of ethics permits Sands Ventures personnel to trade in securities for their own accounts, provided that they comply with the restrictions imposed by the code. Under the code, certain personal securities transactions must receive written approval from our Chief Compliance Officer (or his delegate) before a transaction can be initiated. The code also requires periodic reporting of personal securities transactions and holdings. Each calendar quarter, Sands Ventures personnel are required to provide copies of all transactions in covered securities to the Chief Compliance Officer.

In addition, because our personnel are officers or employees of Sands Capital, they are subject to Sands Capital’s code of ethics, which imposes comparable requirements.

Clients may request a copy of the Sands Ventures’ code of ethics by contacting the Chief Compliance Officer at (703) 562-4050, writing to 1101 Wilson Blvd., Suite 2300, Arlington, VA 22209, or emailing rhancock@sandscap.com.

Inside Information. Sands Ventures personnel may at times come into possession of material non-public information through a number of means, including as a result of sitting on or serving as an observer to the board of directors of a company whose securities are held by a Transaction Vehicle. We have adopted policies addressing the handling and protection of material non-public information. In accordance with these policies, Sands Ventures and its personnel will be prohibited from using inside information to buy or sell securities until the information has been disclosed to the public or is no longer material. This may cause us to be unable to dispose of or otherwise take action with respect to an investment at a given time, even if the action were in the best interests of applicable Transaction Vehicles.

Restricted List. In certain circumstances, we may conclude that a particular security should be placed on the “restricted list.” While a security is on this list, purchases, sales, or other transactions in the security may be prohibited. The reasons for placing a security on the restricted list include, but are not limited to, (i) preventing the appearance of impropriety in connection with a trading decision, and (ii) preventing the use, or appearance of the use, of inside information.

Participation or Interest in Client Transactions

Sands Ventures and its related persons may invest in a Transaction Vehicle alongside clients or in an investment opportunity we identify on a side-by-side basis with a Transaction Vehicle, and may invest in opportunities that are not presented to clients. In the event that one or more of our related persons invests in a Transaction Vehicle, they will receive distributions in respect of their pro-rata interest at the same time as other investors, and their interest will be subject to the same limitations on withdrawal pursuant to the Transaction Vehicle’s governing documents. In the event that one or more related persons invests alongside a Transaction Vehicle, they will make their respective investments contemporaneously with the Transaction Vehicle’s investment, on the same terms and conditions as the Transaction Vehicle, and will dispose of each such investment at substantially the same time and on the same terms as the Transaction Vehicle.

Our discretion in providing access to investments could result in a conflict of interest for us, as we may have an incentive to allocate the most promising investments to our personnel or other affiliates, or clients we believe could provide Sands Ventures or its affiliates with some strategic benefit. We believe, however, that this potential conflict will not be of significance because, under our advisory agreements, clients are not entitled to participate in any particular investments and they do not pay any advisory fees. Even were allocations to be made in a manner favoring our affiliates or certain clients, other clients would not be deprived of any benefit for which they had paid or which they were led to expect.

The Transaction Vehicles make incentive allocations to an affiliate of Sands Ventures from profits derived from the investments. This performance-based compensation and the related conflicts of interest are discussed in Item 6.

Sands Ventures or its related persons may be compensated by the companies whose securities are held by the Transaction Vehicles for advisory, consulting, or other services rendered in connection with the investment. Please refer to Item 14 for additional information.

Sands Ventures, one of our affiliates, or a third party may perform certain administrative services on behalf of the Transaction Vehicles (including, but not limited to, bookkeeping and financial reporting). The Transaction Vehicles will reimburse us or our affiliate for any expenses incurred on their behalf.

Item 12. – Brokerage Practices

We anticipate that the Transaction Vehicles generally will purchase investments in private placement transactions, without the assistance of a broker-dealer and without payment of any brokerage commissions or dealer mark-ups. In certain cases, however, particularly in the disposition of investments, we have the authority and discretion to select brokers or dealers to execute securities transactions for the Transaction Vehicles.

In selecting and using a broker-dealer, we will effect securities transactions in a manner deemed fair and reasonable. The primary consideration in all such transactions is prompt execution of orders in an efficient manner at a favorable price. In selecting broker-dealers and negotiating commissions, we may consider a variety of factors, including the price of the security, the quality of execution and liquidity services provided by the broker-dealer, the broker-dealer's ability to obtain a timely execution, and the size and difficulty of the order. We may also consider the reliability, efficiency, accuracy, and integrity of the broker-dealer's general execution and operational capabilities, and the broker-dealer's financial condition. We may execute over-the-counter securities transactions on an agency basis, which may result in a Transaction Vehicle (and thus its members) incurring two transaction costs for a single trade: a commission paid to the executing broker plus the market maker's mark-up.

We anticipate that our transactions normally will not provide us with the opportunity to generate soft dollars. If, however, we were to generate soft dollars, we would only use such soft dollars within the "safe harbor" provided under Section 28(e) of the Securities Exchange Act of 1934.

In selecting or recommending broker-dealers, we do not consider whether we or a related person receives client referrals from a broker-dealer or third party.

Because each Transaction Vehicle holds a different investment, we generally will not have the opportunity to aggregate trades for more than one Transaction Vehicle.

Clients are not permitted to direct brokerage with respect to purchases or sales of securities by the Transaction Vehicles.

Item 13. – Review of Accounts

Our portfolio managers research and attempt to identify new, potentially profitable investment opportunities. They also review the investments held by the Transaction Vehicles as deemed appropriate, depending upon the nature of the investment. Our portfolio managers may assume a seat on a company's board of directors or serve as an observer to the board. In conjunction with such position, we will provide operational, strategic, and scientific support to the business.

We will transmit to clients who are members a Transaction Vehicle, within 120 days after the close of each fiscal year, financial statements of the Transaction Vehicle audited by an independent public accountant in accordance with generally accepted accounting principles. In addition, we will provide quarterly and annual written status reports on investments then held by the Transaction Vehicle.

Item 14. – Client Referrals and Other Compensation

Sands Ventures or its related persons may be compensated by the companies whose securities are held by the Transaction Vehicles for advisory, consulting, or other services rendered in connection with the investment. Clients have no claim to, or offset against, such compensation, nor will the payment of any fees to us or our related persons result in a reduction of compensation or distributions otherwise payable to us or our related persons. We address the conflict of interest presented by negotiating at arm's length and generally seeking to ensure that the fees are, in our good faith opinion, in accordance with prevailing market rates in the relevant industry. We do not take into consideration whether a company will pay us or our affiliate a services fee when making an investment determination. We disclose all fees that are known or reasonably expected to be received from a particular company as of the time an investment is made.

Neither Sands Ventures nor any related person directly or indirectly compensates any person for client referrals.

Item 15. – Custody

Sands Ventures does not have actual custody of client funds or securities.

An affiliate of Sands Ventures, as managing member of the Transaction Vehicles, will be deemed to have custody of the funds and securities of the Transaction Vehicles under Investment Advisers Act Rule 206(4)-2. Any assets of a Transaction Vehicle other than uncertificated securities purchased in a private transaction will be held with a "qualified custodian," as defined in the rule, generally a bank or broker-dealer, independent of Sands Ventures. We comply with Rule 206(4)-2 by ensuring that clients who are members of a Transaction Vehicle are sent financial statements, audited by an independent public accountant, within 120 days of the end of each fiscal year.

Item 16. – Investment Discretion

We have full discretionary authority over the investment activities of the Transaction Vehicles, and non-discretionary clients may not impose any limitations on that authority.

Item 17. – Voting Client Securities

While we do not expect to receive any proxies, we have adopted policies and procedures with respect to the voting of proxies relating to securities held by the Transaction Vehicles. Our policy is to evaluate and vote proxies in a manner consistent with a Transaction Vehicle's best

interest. We believe that we act in the best interest of a Transaction Vehicle when we vote in a manner that we maximizes value for the Transaction Vehicle. Prior to a proxy voting deadline, we determine how to vote on each proposal based on our analysis of the information received and our proxy voting guidelines. In voting proxies, we typically are neither an activist in corporate governance nor an automatic supporter of management. Further, there may be times when we determine that refraining from voting a proxy is in a Transaction Vehicle's best interest, such as when the cost of voting exceeds the expected benefit to the Transaction Vehicle. We may utilize a third-party service platform to provide administrative assistance in voting of proxies, including certain recordkeeping and reporting functions.

If the research analyst responsible for reviewing a proxy determines that (a) it is in a Transaction Vehicle's best interest to vote on a particular proposal in a manner other than in accordance with our proxy voting guidelines, or (b) a material conflict of interest exists, then the matter will be reviewed by our Proxy Committee. Additionally, prior to voting on the proposal we may (i) contact an independent third party for its recommendation on how to vote and vote in accordance with that recommendation, or (ii) fully disclose the nature of the conflict to members of the Transaction Vehicle and obtain their consent as to how we intend to vote.

Clients who are members of a Transaction Vehicle may obtain information regarding how Sands Ventures voted proxies relating to securities held by the Transaction Vehicle, and/or request a copy of our proxy voting policies and procedures, by contacting the Chief Compliance Officer at (703) 562-4050, writing to 1101 Wilson Blvd., Suite 2300, Arlington, VA 22209, or emailing rhancock@sandscap.com.

Item 18. – Financial Information

Registered investment advisers with discretionary authority are required to disclose any financial commitment that is reasonably likely to impair their ability to meet contractual to clients. We have no such commitments nor any other information to disclose pursuant to this item.