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Greenwich, CT 06830

## Part 2A of Form ADV

[www.tower3partners.com](http://www.tower3partners.com)

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**This brochure provides information about the qualifications and business practices of Tower Three Partners LLC. If you have any questions about the contents of this brochure, please contact us at (203) 485-5800 or via email at [dbricker@tower3partners.com](mailto:dbricker@tower3partners.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 Tower Three Partners LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## Item 2: Material Changes

Tower Three Partners LLC is submitting this ADV Part 2 as part of its annual amendment.

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## Item 4: Advisory Business

Tower Three Partners LLC (“Tower Three”) has been in business since November 2, 2007. Tower Three is principally owned by William D. Forrest. Tower Three is headquartered in Greenwich, Connecticut.

Tower Three, through its affiliated management entities, serves as the investment manager of Tower Three Partners Fund I LP ("Fund I"), and Tower Three Partners Fund II LP ("Fund II") (each, a "Fund", and together, the "Funds"), which are private pooled investment vehicles. As of December 31, 2016, Tower Three managed \$267.4 million on a discretionary basis on behalf of the Funds.

The Funds primarily focus on making controlling investments in U.S. based middle market companies that are underperforming their potential or facing significant challenges. Tower Three exercises oversight of its investments through representation on the board of directors of its portfolio companies by one or more members of senior management.

As the investment adviser to the Funds, Tower Three is responsible for evaluating and monitoring the Fund's investments and provides periodic reports to the investors of each Fund as well as administrative services. Investors and prospective investors in a Fund should refer to the respective Funds offering documents, including its Limited Partnership Agreement and Private Placement Memorandum for complete information on the specific terms, including objectives and investment restrictions.

*For additional discussion of the Funds, and their investment objectives and risks, please see response to Item 8.*

## **Item 5: Fees and Compensation**

### **Management Fee**

The Funds will pay an annual management fee (the "Management Fee") to Tower Three payable quarterly in advance equal to 2% per annum, based on the total amount of committed capital in the Fund during a defined commitment period. Thereafter, the management fee is reduced as its basis shifts from aggregate capital commitments to invested capital. Such fees are pro-rated for any period that is less than a full calendar quarter.

Tower Three has the right to contract for and receive Transaction Fees, Break-up Fees, portfolio company management fees and Directors' Fees in connection with the activities of the Funds. Such fees are retained in full by Tower Three; however, a percentage (e.g. 50% -100%) of such fees received reduces management fees otherwise payable by the applicable fund. Tower Three may receive these fees regardless if a Fund profits from an investment.

*Detailed information regarding management fees and offsets for each fund is contained in the respective Fund's offering documents and Limited Partnership Agreements. Investors should not consider an investment in a Fund without fully understanding the Fund's management fee structure.*

### **Performance-Based Fee**

The Funds are subject to a carried interest of 20% of profits on distributions from the disposition of investments (after taking into account limited partner expenses of the Fund, including management fees) and following a preferred return of 8% to the Investors, which is paid to affiliates of Tower Three.

## Fund Expenses

Detailed information regarding the fees charged to each Fund is provided in the respective Fund's offering documents and Limited Partnership Agreements. In addition to management fees and carried interest, the Funds will bear all legal, organizational and offering expenses, including the out-of-pocket expenses of Tower Three and its agents, actually incurred in the formation of the Funds. The Funds will also pay all costs and expenses relating to its respective operations, including, but not limited to: legal, auditing, consulting and accounting fees and expenses (including costs of reports to the Partners, financial statements, tax returns and K-1s, expenses of meetings of the LP Advisory Committee and of Limited Partners, expenses incurred in connection with the maintenance of the Partnership's books of account and the preparation of audited or unaudited financial statements required to implement the provisions of this Agreement, directors and officers liability insurance premiums allocable to the Funds, all extraordinary expenses (such as litigation), all expenses relating to unconsummated transactions, fees and expenses incurred in sourcing, evaluating and negotiating investment opportunities, including expenses related to third party services providers which may include research and valuation providers fees and expenses incurred in managing the Funds' investments. Out-of-pocket expenses also include meals, entertainment, lodging and travel expenses, which may include travel by way of private or non-commercial aircraft. Tower Three will be responsible for its own operations, including rent, salaries and benefits, furniture and fixtures and all other office equipment.

*For more specific discussion of fees and expenses paid by investors please refer to the private placement memorandum and the Limited Partnership Agreement for each of the Funds. The fees and expenses borne by a Fund are negotiated with the Investors during such Fund's fundraising period. Investors should review all fees charged by Tower Three to fully understand the total amount of fees paid by the Fund.*

## Pro-rata Fees

Due to the nature of the Funds, clients will be committed to investing a specified amount into a Fund at designated times. Clients will not generally be permitted to withdraw from a Fund or become an investor in a Fund after that Fund closes. Clients who invest in a Fund subsequent to the first closing of that Fund will be required to (a) purchase from the first closing investors their pro-rata share of any investments made by the Fund; (b) reimburse the first closing investors for their pro-rata share of Management Fees and expenses incurred by the Fund since the first close; and (c) pay interest to the first close investors. Accordingly, there will be no need to calculate pro-rata fees.

## Compensation for the Sale of Securities

None of the employees of Tower Three is a registered representative of a broker-dealer. None of the employees of Tower Three will receive any compensation for executing trades on behalf of a Fund aside from Tower Three's receipt of fees described above.

## **Item 6: Performance Based Fees**

As discussed in the Fees and Compensation section of this Brochure, the Funds are subject to a

carried interest of 20%, which is paid to general partners that are affiliated with Tower Three. This carried interest is derived from profits on dispositions of investments (after taking into account limited partner expenses of the Fund, including management fees) and following a preferred return of 8% to the Investors.

For more specific discussion in determining when the general partner is entitled to receive carried interest please refer to the private placement memorandum and Limited Partnership Agreement for each of the Funds. Investors should not consider an investment in a Fund without fully understanding the carried interest structure.

Although carried interest is generally used to align Tower Three's interests with those of its Funds' Investors, it may also create an incentive for Tower Three to make more speculative investments. In addition the carried interest may incentivize Tower Three to make decisions regarding the timing and manner of the realization of its Funds' portfolio investments than would be the case if carried interest did not exist. Tower Three seeks to address these conflicts through careful vetting of investment opportunities by its investment professionals and disclosure of investments to Investors by way of capital call notices and quarterly reports. In addition, the Limited Partnership Agreements provide "clawback" provisions applicable in the event of overpayment of the carried interest.

## **Item 7: Types of Clients**

Tower Three provides investment advisory services to privately-offered pooled investment vehicles. The funds are operated such that they qualify as "private equity funds" for purposes of Form PF.

Investment in the Funds is limited to Investors that meet certain financial sophistication requirements. Investors in the Funds must be (i) "accredited investors" within the meaning of Regulation D under the Securities Act of 1933, as amended, and (ii) "qualified purchasers" within the meaning of the Investment Company Act of 1940, as amended (the "1940 Act"). Certain Tower Three employees who qualify as "knowledgeable employees" under Rule 3c-5 of the 1940 Act are also permitted to invest (directly or indirectly) in the Funds. Investors considering an investment in the Funds should consult with their own investment, tax and/or legal consultants prior to investing.

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

Tower Three is an operationally focused private equity firm. Tower Three pursues control investments in underperforming and distressed middle-market businesses and businesses that are undergoing significant operational transitions. The Funds will typically target well-established North American headquartered middle-market businesses in need of a catalyst for change with a goal of driving value by identifying and implementing strategic, operational and financial initiatives to stabilize the business and provide a solid platform for growth. Tower Three invests with a philosophy of obtaining equity control or substantial control through debt securities and making a substantial institutional and senior leadership commitment to each investment.

In formulating strategies and investment advice for the Funds, Tower Three conducts comprehensive due diligence. Tower Three utilizes a rigorous underwriting process to analyze, structure, document and approve potential transactions. Tower Three focuses on quickly identifying any material issues to avoid spending time and resources on unlikely transactions. Transactions are structured to provide Tower Three with sufficient control to drive operational change, replace management and control the timing of any exit.

Once a deal team has been established, Tower Three's professionals assess material operational and financial elements of a business, together with the assistance of outside advisors and consultants, as appropriate, to facilitate the process.

*More detailed information regarding Tower Three's investment strategy and process are contained in the offering documents of each Fund.*

Acquiring an interest in a Fund involves a number of risks. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in a Fund, and are capable of bearing illiquidity for substantial periods of time. An investment in any Funds involves a risk of loss of capital. No guarantee or representation is made that the Fund will achieve its investment objective or that a client and its investors will receive a return of its capital. In addition, there will be occasions when Tower Three and its affiliates may encounter potential conflicts of interest in connection with a Fund.

*This Brochure does not contain all risks that are relevant to a prospective investor in a Fund. Please see each Fund's offering documents with regard to risks associated with investing with that Fund.*

The following discussion represents some of the material risks related to Tower Three's investment strategy:

*Nature of Investments.* While investments in the types of companies Tower Three recommends for the portfolio offer the opportunity for gains, they also involve a high degree of risk. The nature of the types of companies Tower Three seeks for the portfolio is one that is distressed or in need of some sort of restructuring. These same companies may be more sensitive than others to business developments or other economic factors for the same reasons the company is attractive as an investment. If the company is adversely affected, the Fund holding that investment may lose money.

*General Economic Conditions.* General economic conditions may affect a Fund's activities. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by a Fund or considered for prospective investment.

*Illiquid and Long-Term Investments.* Most investments will not be sold or realized for a number of years. It is unlikely that there will be a public market for the securities held by the Funds at the time of their acquisition. A Fund generally will not be able to sell its securities publicly. In addition, in some cases, a Fund may be prohibited or limited by contract from selling certain securities for a period of time, and as a result, may not be permitted to sell an investment at a time it might otherwise desire to do so.

*Highly Competitive Market for Investment Opportunities.* The activity of identifying, completing and realizing attractive Portfolio Investments is highly competitive and involves a high degree of uncertainty, especially with respect to timing. There can be no assurance that the Fund will be able to identify and complete Portfolio Investments that satisfy its investment objective or to realize the value of such Portfolio Investments, or that it will be able to invest fully its Commitments.

*Portfolio Company Management Risks.* With respect to management at the investment level, many companies rely on the services of a limited number of key individuals, the loss of any one of whom could significantly affect the company's performance. If the company's performance is negatively affected, performance of the Fund holding that investment will be as well. Tower Three expects to monitor company management, but Tower Three will not have day-to-day responsibility with respect to the business of the companies in which the Funds invest.

*Tower Three Management Risks.* Tower Three's strategy of investing in a concentrated number of control investments where it can provide active, operational oversight to each business increases Tower Three's reliance on the continued performance of a few key executives, particularly the Managing Member of Tower Three. If such executives were to leave Tower Three or be unable to perform their responsibilities, the performance of the Funds could be adversely affected. This risk is mitigated by the automatic suspension of the obligation of Limited Partners to make additional contributions to the Funds in certain circumstances involving the loss of the Managing Member (also known as a "Key Person Event"). For further information regarding a Key Person Event, investors and potential investors should consult their respective Fund's offering documents.

*Board Participation.* The Fund may be represented on the boards of directors of certain of its Portfolio Companies or may have its representatives serve as observers to such boards of directors. Although such positions in certain circumstances may be important to the Fund's investment strategy and may enhance the General Partner's and Tower Three's ability to manage such Portfolio Investments, they may also have the effect of impairing the General Partner's ability to sell the related securities when and upon the terms it may otherwise desire, and may subject the General Partner, Tower Three and the Fund to claims they would not otherwise be subject to as an investor, including claims of breach of duty of loyalty, securities claims and other director-related claims.

*Concentration of Investments.* The Funds will participate in a limited number of investments and, as a consequence, the aggregate return of the Funds may be affected by the performance of a small number of investments. This means that the Funds will not be diversified.

*Control Position.* Each Fund will generally seek investment opportunities that allow that Fund to have significant influence on the management, operations and strategic direction of the companies in which it invests. The exercise of control and/or significant influence over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise management and other types of liability in which the limited liability generally characteristic of business operations may be ignored. The exercise of control and/or significant influence over a company could expose the assets of a Fund to litigation.

*Non-U.S. Investments.* The Funds may invest globally. Foreign securities involve certain risks not typically associated with investing in U.S. securities, including risks relating to (i) currency

exchange matters including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which the Fund's foreign investments may be denominated, and costs associated with conversion of investment principal and income from one currency into another, (ii) differences between the U.S. and foreign securities markets, including potential price volatility in and relative illiquidity of some foreign securities markets, (iii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation, (iv) certain economic and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital and the risks of political, economic or social instability, (v) obtaining foreign governmental approvals and complying with foreign laws and (vi) the possible imposition of foreign taxes on income and gains recognized with respect to such securities. Anti-fraud and anti-insider trading legislation in these countries may be rudimentary. There may be prohibitions or restrictions on the ability of management to terminate existing business operations, sell or otherwise dispose of a company's assets, or otherwise materially affect the value of the company without the consent of the company's shareholders. Anti-dilution protection also may be very limited. In these countries, the concept of fiduciary duty on the part of the management or directors of companies to shareholders may be limited. The legal systems in these countries may offer no effective means for the Fund to seek to enforce its rights or otherwise seek legal redress or to seek to enforce foreign legal judgments.

*Expedited Transactions.* Investment analyses and decisions may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available at the time an investment decision is made may be limited.

*Leverage.* The Funds may borrow for the purpose of short-term financing, to cover shortfalls of capital contributions arising from the default of investors or for other purposes related to a Fund's business. Tax-exempt investors should note that the use of leverage by a Fund may create "unrelated business taxable income" and should refer to the Limited Partnership Agreement and Private Placement Memorandum for their respective Fund as well as their own tax advisors.

*Performance Allocation.* The existence of Tower Three's performance-based fee may create an incentive for Tower Three to make more speculative investments on behalf of the Funds. Tower Three's capital commitment to the Funds described in the Private Placement Memorandum should tend to reduce this incentive.

*Expense Allocation.* Tower Three may be incented to allocate to the Funds expenses that it should bear as investment advisor. Tower Three seeks to mitigate this risk by requiring the review and approval of all expenses allocated to the Funds or to the Funds' portfolio companies by Tower Three's Chief Financial Officer and Managing Member.

*Valuation of Investments.* The Fund generally invests in the securities of portfolio companies which are not publicly traded and for which there is no readily ascertainable market value. While the valuation of investments has no effect on fees paid by the Funds to Tower Three, Tower Three may be incented to overstate the value of the Funds' portfolio companies to enhance reported performance, particularly at times when Tower Three is seeking to raise capital for a new fund. Tower Three seeks to mitigate this risk through a disciplined process that requires the review and approval of the valuation of each portfolio company by the Chief Financial Officer and Managing Member.



## **Item 9: Disciplinary Information**

Tower Three and its employees have not been involved in any legal or disciplinary events.

## **Item 10: Other Financial Industry Activities and Affiliations**

Related Persons of Tower Three may serve as members of directors and officers of, and provide advice to, publicly traded and private companies. Investors should be aware that receipt of non-public information could preclude Tower Three from effecting transactions in the securities of such companies. Even if these companies might be a suitable investment for the Fund, the Fund may be unable to invest in them.

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

Tower Three has adopted a code of ethics and related internal compliance policies which discusses among other things, our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines. A copy of our Code of Ethics is available upon request to any investor or prospective investor.

Tower Three employees must put the interest of the Funds before their own personal interests and must act honestly and fairly in all respects in dealing with the Funds and its investors.

Tower Three's sole business is the management of the Funds. Its only clients are the Funds, and therefore cannot recommend to "clients" that they invest in any security in which Tower Three or any principal thereof has any financial interest. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. Employee statements are reviewed to confirm compliance with the trading procedures. Should a conflict arise, Tower Three employees have an ongoing responsibility to report such conflicts to the CCO who will address such conflicts on a case-by-case basis. Tower Three has adopted policies and procedures regarding gifts and entertainment as well as political contributions. The CCO and his/her designee regularly review its compliance policies and systems and procedures.

Certain employees of Tower Three invest in the Funds as indirect partners of the general partners of the Funds and as such, invest in transactions made by the Funds. While investments by such related parties are intended to align interests of Tower Three and the related parties with those Funds, such investments may create conflicts of interests. To address such conflicts, the investment arrangements are described in the offering documents of each Fund. Generally, investments and dispositions are made on the same economic terms for all Investors and each investment is made pro rata among the Investors of each Fund so that Tower Three's related persons may not receive favorable terms or greater exposure to certain investments.

## **Item 12: Brokerage Practices**

Tower Three focuses on making investments in private securities. To the extent any Fund

purchases public securities as part of a private equity transaction or acquires such transactions as a result of a portfolio company going public, Tower Three intends to follow applicable SEC guidelines and will seek to obtain best execution when implementing such transactions. Tower Three does not have a formal soft dollar arrangement. Tower Three may receive access to research made available through brokerage firms or investment banks. Tower Three believes this research is available to all managers of similar size.

## **Item 13: Review of Accounts**

As mentioned above, Tower Three focuses on investments in private equity. All investments are carefully reviewed and approved by the Investment Committee which is comprised of the Managing Member and Managing Directors. The Compliance Officer is an advisory member of the Investment Committee. The progress of all portfolio companies is monitored on a regular basis. At least one managing member of Tower Three serves on the Board of Directors of each of the portfolio companies and is directly involved in the oversight of such companies. Tower Three's valuation committee reviews the valuation of the Fund's investments in accordance with its valuation policy.

Tower Three furnish quarterly and annual reports to each of the Funds' Investors. Each investor also receives a Schedule K-1 (Internal Revenue Service Form 1065) or an equivalent form annually.

## **Item 14: Client Referrals and Other Compensation**

Tower Three and/or its affiliates may pay placement fees to third parties for referring prospective Limited Partners. The Fund may pay such fees; however, all such fees and expenses due to placement agents by the Fund will reduce the Management Fee otherwise payable by the Limited Partners by an identical amount. Tower Three assumes full economic responsibility for all fees payable to any placement agent in connection with the solicitation of new investors.

## **Item 15: Custody**

To the extent required, the assets of the Funds are held by unaffiliated qualified custodians. Tower Three is deemed to have access to Investor accounts since its affiliates serve as the general partners of the Funds. Investors will not receive statements from the custodian. Instead, in compliance with the Advisers Act, Tower Three will subject the Funds to an annual audit which are performed in accordance with U.S. generally accepted accounting principles (GAAP) by an independent public accountant that is registered with, and subject to inspection by the Public company Accounting Oversight Board. A copy of the audited financial statements is distributed to each Fund's Investors within 120 days of each Fund's fiscal year end.

## **Item 16: Investment Discretion**

The offering documents and Limited Partnership Agreements of each Fund grant the general partner and affiliated management entities discretionary investment authority. These investment decisions are subject to limitations set forth in the Funds offering documents and Limited Partnership Agreements.

## **Item 17: Voting Client Securities**

Tower Three will have discretion to vote proxies related to any publicly traded portfolio company. Each proxy will be voted on a case-by-case basis. Copies of our Proxy Voting Policies and Procedures are available upon request.

## **Item 18: Financial Information**

Tower Three has never filed for bankruptcy and there are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.