

PART 2A OF FORM ADV: FIRM BROCHURE



683 Capital Management, LLC
3 Columbus Circle, Suite 2205
New York, NY 10019
Tel: (212) 554-2379 • Fax: (540) 301-7819

March 29, 2018

This Brochure provides information about the qualifications and business practices of 683 Capital Management, LLC (“683 Capital” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact Alan Leibel at 212-554-2379 or by email at aleibel@683capital.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, and references in this Brochure to 683 Capital as a “registered investment adviser” are not intended to imply a certain level of skill or training.

Additional information about 683 Capital is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

683 Capital Management, LLC (“683 Capital”) is updating its Brochure as of March 28, 2018, as part of its annual amendment filing. There have been no material changes since 683 Capital’s last annual updating amendment which was filed on March 31, 2017.

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ITEM 4 – ADVISORY BUSINESS

<p>Item 4.A</p>	<p>Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).</p> <p>683 Capital was formed in May 2006 and became an SEC registered investment adviser on February 9, 2012. 683 Capital currently provides discretionary investment advisory services to two clients: 683 Capital Partners, LP, which is a private investment fund formed as a Delaware limited partnership (the “Master Fund”); and its offshore feeder formed in February 2017, 683 Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the “Offshore Feeder”) (together, the “Fund” or the “Advisory Clients”). The Offshore Feeder invests all, or substantially all, of its assets in the Master Fund.</p> <p>In addition, 683 Capital provides non-discretionary investment advice with respect to private funds managed by a third party, unrelated investment manager (the “unaffiliated private funds”). An affiliate of 683 Capital, 683 Capital GP, LLC (the “General Partner”) is the general partner to the Master Fund. Three directors retain responsibility for the management and business affairs of the Offshore Feeder.</p> <p>Ari Zweiman is the managing member and principal owner of 683 Capital and the General Partner.</p>
<p>Item 4.B</p>	<p>Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.</p> <p>As noted in Item 4.A above, 683 Capital provides discretionary investment advisory services, including managing and directing the investment and reinvestment of assets for the Fund. The Fund’s investment objective is to generate superior long-term risk adjusted returns by identifying attractive investment opportunities based on fundamental company and industry-specific research. In addition, 683 Capital provides non-discretionary investment advice with respect to unaffiliated private funds.</p> <p>683 Capital generally invests and trades on behalf of its clients in a wide variety of securities and financial instruments, domestic and foreign, of all kinds and descriptions.</p>

Item 4.C	<p>Explain whether (and, if so, how) you tailor your advisory services to the individual needs of <i>clients</i>. Explain whether <i>clients</i> may impose restrictions on investing in certain securities or types of securities.</p> <p>683 Capital neither tailors its advisory services to the individual needs of investors in the Fund (“Investors”), nor accepts investor-imposed investment restrictions. When deemed appropriate for a large or strategic investor, 683 Capital may in the future establish one or more separately managed accounts, which may (i) tailor their investment objectives to the needs of the client, (ii) be non-discretionary, and/or (iii) be subject to different terms and fees than those of the Fund. Such investment objectives, fee arrangements and terms will be individually negotiated, and it should be noted that any such separately managed account relationships would generally be subject to significant account minimums.</p> <p>683 Capital may enter into side letter agreements with certain large and strategic Fund investors that may provide such investors with fee discounts, additional notification rights, special withdrawal rights relating to frequency, in-kind distributions, and greater transparency, among other additional and/or different rights or terms than those set forth in the Fund’s offering documents.</p>
Item 4.D	<p>If you participate in <i>wrap fee programs</i> by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.</p> <p>683 Capital does not participate in wrap fee programs.</p>
Item 4.E	<p>If you manage <i>client</i> assets, disclose the amount of <i>client</i> assets you manage on a <i>discretionary basis</i> and the amount of <i>client</i> assets you manage on a <i>non-discretionary basis</i>. Disclose the date “as of” which you calculated the amounts.</p> <p>As of December 31, 2017, 683 Capital manages \$640,600,000 of client assets on a discretionary basis. 683 Capital does not currently manage any client assets on a non-discretionary basis.</p>

ITEM 5 – FEES AND COMPENSATION

<p>Item 5.A</p>	<p>Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.</p> <p>The Fund offers interests only to certain qualified investors and admission in the Fund is not open to the general public. Interests are sold only to qualified investors who are “accredited investors” under Rule 501 of Regulation D of the Securities Act of 1933, as amended, and “qualified purchasers” as such term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended. The Fund offering documents contain a detailed description of the fee schedule. Please also see Item 5.B for a further description of the Fund’s fees.</p> <p>It is critical that Investors refer to the Fund’s offering documents for a complete understanding of how 683 Capital is compensated for its advisory services.</p> <p>The compensation schedules with respect to the unaffiliated private funds for which 683 Capital serves as a sub-advisor are set forth in the respective sub-advisory agreements. Generally speaking, a portion of the net investment profits from investments made by each unaffiliated private fund through the sub-advisory relationship is allocated to 683 Capital.</p>
<p>Item 5.B</p>	<p>Describe whether you deduct fees from <i>clients’</i> assets or bill <i>clients</i> for fees incurred. If <i>clients</i> may select either method, disclose this fact. Explain how often you bill <i>clients</i> or deduct your fees.</p> <p>683 Capital (or an affiliate) deducts fees from the Fund’s assets. Clients do not have the ability to choose to be billed directly for fees incurred.</p> <p>683 Capital receives an asset-based management fee from Investors, which is payable promptly after the first day of each month, based on the Fund’s net asset value as of the first day of such month. The management fee will be prorated for periods less than a full month. If additional contributions are made to the Fund during the month, the management fee will be prorated and charged at the time of such contribution.</p> <p>Additionally, subject to a loss carryforward provision, an incentive allocation reflecting a percentage of the net profits (taking into account realized and unrealized gains and losses) in each Investor’s capital account, is applied as of the end of each fiscal year and will be paid to the General Partner. Under the loss carryforward provision, no Incentive Allocation will be made with respect to a particular Investor for a fiscal year until any net loss previously allocated to the capital account of such Investor has been offset by subsequent net profits. Any such loss carryforward will be subject to reduction for withdrawals on a pro rata basis. In the event an Investor withdraws or is required to retire at any time other than the end of a fiscal year, the incentive allocation will be made with respect to such Investor on the applicable withdrawal or retirement date.</p> <p>It is very important that Investors refer to the Fund governing documents for a complete understanding of how fees are deducted from their assets. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.</p>

<p>Item 5.C</p>	<p>Describe any other types of fees or expenses <i>clients</i> may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that <i>clients</i> will incur brokerage and other transaction costs, and direct <i>clients</i> to the section(s) of your <i>brochure</i> that discuss brokerage.</p> <p>The Fund pays all of its organizational expenses, including the expenses of the initial offer and sale of limited partnership interests and shares, as applicable.</p> <p>The Fund’s expenses include legal, tax, insurance, accounting (including third-party accounting services), auditing and other professional expenses, a portion of the cost of regulatory filings of the Adviser as they specifically relate to the Fund (i.e., Form PF), research expenses, investment expenses such as commissions, custodial fees, bank service fees and other expenses related to the purchase, sale or transmittal of Fund assets; <i>provided, however</i>, that 683 Capital will be responsible for and will pay any Fund expenses in excess of 0.50% (calculated per annum) of the Fund’s net assets.</p> <p>683 Capital and the General Partner are responsible for and pay all overhead expenses of an ordinary and recurring nature such as rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures, employee insurance, payroll taxes and compensation of employees. A portion of the foregoing expenses may be paid through the use of “soft dollars”.</p> <p>It should be noted that Investors will indirectly incur brokerage and other transaction costs related to their investment in the Fund. Please see Item 12 of this Brochure for a more detailed discussion of 683 Capital’s brokerage and “soft dollar” practices.</p> <p>Each of the parties to the sub-advisory agreements bears its own expenses, as further described in such agreements.</p>
<p>Item 5.D</p>	<p>If your <i>clients</i> either may or must pay your fees in advance, disclose this fact. Explain how a <i>client</i> may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.</p> <p>The management fee of the Fund is paid monthly in advance, promptly after the first day of each month. The management fee will be prorated for periods less than a full month. If additional contributions are made to the Fund during the month, the management fee will be prorated and charged at the time of such contribution.</p>
<p>Item 5.E</p>	<p>If you or any of your <i>supervised persons</i> accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.</p> <p>Not applicable to 683 Capital.</p>
<p>Item 5.E.1</p>	<p>Explain that this practice presents a conflict of interest and gives you or your <i>supervised persons</i> an incentive to recommend investment products based on the compensation received, rather than on a <i>client’s</i> needs. Describe generally</p>

	<p>how you address conflicts that arise, including your procedures for disclosing the conflicts to <i>clients</i>. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.</p> <p>Not applicable to 683 Capital.</p>
Item 5.E.2	<p>Explain that <i>clients</i> have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.</p> <p>Not applicable to 683 Capital.</p>
Item 5.3.3	<p>If more than 50% of your revenue from advisory <i>clients</i> results from commissions and other compensation for the sale of investment products you recommend to your <i>clients</i>, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.</p> <p>Not applicable to 683 Capital.</p>
Item 5.E.4	<p>If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.</p> <p>Not applicable to 683 Capital.</p>

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

If you or any of your *supervised persons* accepts *performance-based fees* – that is, fees based on a share of capital gains on or capital appreciation of the assets of a *client* (such as a *client* that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your *supervised persons* manage both accounts that are charged a *performance-based fee* and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your *supervised persons* face by managing these accounts at the same time, including that you or your *supervised persons* have an incentive to favor accounts for which you or your *supervised persons* receive a *performance-based fee*, and describe generally how you address these conflicts.

As described in Item 5.A above, the General Partner receives performance-based compensation from Investors in the Fund and from the unaffiliated private funds for which it serves as a sub-advisor.

It should be noted that the possibility that the General Partner (or any affiliate of 683 Capital) may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for 683 Capital to make investments that are riskier or more speculative than in the absence of such a performance-based fee. Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to the Fund and the risks associated with such performance-based compensation prior to making an investment.

ITEM 7 – TYPES OF CLIENTS

Describe the types of *clients* to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

As noted in Item 4.A, 683 Capital currently provides discretionary investment advisory services to the Fund and serves as sub-advisor to certain unaffiliated private funds. 683 Capital may in the future establish and provide investment advisory services to additional pooled investment vehicles operating as private investment funds. As noted in Item 4.C, when deemed appropriate for a large or strategic Investor, 683 Capital may in the future establish one or more separately managed accounts, which may (i) tailor their investment objectives to the Fund (or other funds established by 683 Capital) and/or (ii) be subject to different terms and fees than those of the Fund. Such investment objectives, fee arrangements and terms will be individually negotiated, and it should be noted that any such separately managed account relationships would generally be subject to significant account minimums.

Investors in the Fund must generally be “accredited investors” within the meaning of Regulation D under the Securities Act of 1933, as amended, and “qualified clients” under Rule 205-3 of the Advisers Act. Additionally, the minimum initial contribution to the Fund is \$1,000,000, subject to reduction at the discretion of the General Partner.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Item 8.A	<p>Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that <i>clients</i> should be prepared to bear.</p> <p>As noted in Item 4.B, the Fund’s investment objective is to generate superior long-term risk adjusted returns by identifying attractive investment opportunities based on fundamental company and industry specific research.</p> <p>683 Capital is subject to certain investment strategies, guidelines and/or restrictions with respect to the unaffiliated private funds for which it serves as sub-advisor, which may or may not differ from the summaries set forth in this Item 8. Such clients are advised to refer to their advisory contracts with 683 Capital for details concerning their particular investment.</p> <p>683 Capital’s research process includes reviewing financial documents for a particular company and often related companies, financial modeling, review of legal documents, contact with company managements and other business people. Different companies are examined in different ways depending on the nature of the investment. For instance, a company with negative free cash flow may be considered a very attractive investment if it has assets that can be repurposed to a better use or if it is in the worst part of its cycle and its assets are trading below replacement cost. Extensive examination of balance sheets and historical cash flow statements is an important part of determining such value.</p> <p>In general, 683 Capital focuses on finding discrepancies between the economic value of a particular business and the price at which that company’s shares may be acquired. At times, 683 Capital may focus on related issues such as whether the implied volatility of a company’s options is appropriate given the nature of the company’s business or anticipated news flow.</p> <p>Investments are not limited to a particular market capitalization or country, although 683 Capital expects that the majority of investments will tend to be domiciled in English speaking countries (e.g., the United States, Canada, the United Kingdom, Ireland, Australia and India) and expects that the vast majority of investments will have financial statements in English. Areas of particular research focus include spinoffs, holding companies in multiple lines of business, parent-stub trades, companies that can repurpose assets, companies trading below their IPO or secondary offering price (“broken IPOs” and “broken secondaries”), bank demutualizations, and companies emerging from bankruptcy. Many investments may be made outside of these areas of interest as well.</p> <p>683 Capital intends to run the portfolio at most times significantly net long and mildly leveraged but may at times be underinvested depending on the attractiveness of available opportunities. 683 Capital also reserves the right, when it deems appropriate to use limited amounts of leverage.</p> <p>An investment in the Fund may be deemed speculative and is not intended as a complete investment program. Investing in the Fund involves significant risk factors and is suitable only for sophisticated persons who can bear the economic</p>
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	<p>risk of the loss of their entire investment, who have a limited need for liquidity in their investment and who meet the conditions set forth in the Fund governing documents.</p>
Item 8.B	<p>For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.</p> <p><u>Short Sales</u></p> <p>Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Fund's portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is a risk that the Fund would have to return the securities it borrows, in connection with a short sale, to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and the Fund may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.</p> <p><u>Leverage</u></p> <p>The Fund may employ leverage. Leverage increases returns to Investors if the Fund earns a greater return on leveraged investments than the cost of such leverage. However, the use of leverage exposes the Fund to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had the Fund not borrowed to make the investments, (ii) margin calls or changes in margin requirements may force premature liquidations of investment positions, and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the cost of leverage related to such investments. In case of a sudden, precipitous drop in value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the Fund.</p> <p><u>Lack of Diversification</u></p> <p>The Fund's portfolio will not generally be as diversified as other investment vehicles. Accordingly, its investments may be subject to more rapid change in value than would be the case if the Fund were required to maintain a wide diversification among types of securities, geographical areas, issuers, and industries.</p> <p><u>Lack of Liquidity</u></p> <p>Fund assets may, at any given time, include securities and other financial instruments or obligations that are thinly traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value accurately any such Investments.</p>

	<p>Finally, it is noted that Investors and prospective Investors are provided with a confidential private placement memorandum that contains a detailed description of the material risks related to an investment in the Fund.</p>
Item 8.C	<p>If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.</p> <p><u>Equities</u> The Fund expects that the majority of its assets will consist of equity securities and options on equity securities and investment in the Fund carries with it the inherent risks associated with such investments. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and industry market conditions and general economic environments.</p> <p><u>Options</u> The Fund may purchase and sell options. 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, commodity 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. Selling options involves potentially greater risk because the Investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.</p> <p><u>Derivative Instruments – Counterparty and Custodial Risk</u> To the extent the Fund invests in swaps, “synthetic” or derivative instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, the Fund takes the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions that generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.</p> <p>It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets of the Fund, and hence it should not be exposed to a credit risk with respect to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or timing problems associated with enforcing the Fund’s rights to its assets in the case of an insolvency of any such party.</p>

ITEM 9 – DISCIPLINARY INFORMATION

If there are legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a *management person* has been *involved* in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the *management person's* favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the “date” of an event is the date that the final *order*, judgment, or decree was entered, or the date that any rights of appeal from preliminary *orders*, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a *management person* has been *involved* in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a *client's* or prospective *client's* evaluation.

Item 9.A	<p>A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a <i>management person</i></p> <ol style="list-style-type: none">1. was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any <i>felony</i>; (b) a <i>misdemeanor</i> that <i>involved</i> investments or an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;2. is the named subject of a pending criminal <i>proceeding</i> that involves an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;3. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation; or4. was the subject of any <i>order</i>, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a <i>management person</i> from engaging in any <i>investment-related</i> activity, or from violating any <i>investment-related</i> statute, rule, or <i>order</i> <p>Not applicable to 683 Capital.</p>
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Item 9.B	<p>An administrative <i>proceeding</i> before the SEC, any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> in which your firm or a <i>management person</i></p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 2. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation and was the subject of an <i>order</i> by the agency or authority <ol style="list-style-type: none"> (a) denying, suspending, or revoking the authorization of your firm or a <i>management person</i> to act in an <i>investment-related</i> business; (b) barring or suspending your firm's or a <i>management person's</i> association with an <i>investment-related</i> business; (c) otherwise significantly limiting your firm's or a <i>management person's investment-related</i> activities; or (d) imposing a civil money penalty of more than \$2,500 on your firm or a <i>management person</i>. <p>Not applicable to 683 Capital.</p>
Item 9.C	<p>A self-regulatory organization (SRO) proceeding in which your firm or a management person</p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 2. was <i>found</i> to have been <i>involved</i> in a violation of the <i>SRO's</i> rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from <i>investment-related</i> activities; or (iii) fined more than \$2,500. <p>Not applicable to 683 Capital.</p>

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Item 10.A	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.</p> <p>Not applicable to 683 Capital.</p>
Item 10.B	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.</p> <p>Not applicable to 683 Capital.</p>
Item 10.C	<p>Describe any relationship or arrangement that is material to your advisory business or to your <i>clients</i> that you or any of your <i>management persons</i> have with any <i>related person</i> listed below. Identify the <i>related person</i> and if the relationship or arrangement creates a material conflict of interest with <i>clients</i>, describe the nature of the conflict and how you address it.</p> <ol style="list-style-type: none"> 1. broker-dealer, municipal securities dealer, or government securities dealer or broker 2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund) 3. other investment adviser or financial planner 4. futures commission merchant, commodity pool operator, or commodity trading advisor 5. banking or thrift institution 6. accountant or accounting firm 7. lawyer or law firm 8. insurance company or agency 9. pension consultant 10. real estate broker or dealer 11. sponsor or syndicator of limited partnerships <p>683 Capital serves as the investment manager to the Advisory Clients. 683 Capital, its employees or their related persons may also invest directly in the Fund (and in any additional investment vehicles that may be established by 683 Capital in the future). It should be noted that investments made by such parties may not be subject to management fees or performance-based fees.</p> <p>As noted in Item 4.A above, an affiliate of 683 Capital, 683 Capital GP, LLC (the “General Partner”) serves as the general partner to the Master Fund.</p> <p>683 Capital may from time to time offer to certain investors in the Fund (including to the unaffiliated private funds through their sub-advisory agreements with 683 Capital), or to any third party, the opportunity to co-invest in opportunities in which the Fund has invested or that become available to the Fund. 683 Capital may offer such opportunities to investors in the Fund that it</p>

	<p>selects in its discretion without notice to or the consent of the other investors in the Fund. Additionally, one or more investors in the Fund may present co-investment opportunities to the Fund.</p> <p>683 Capital and its affiliates, principals, members and employees (the “Affiliated Parties”) may serve as the investment adviser or the investment manager to multiple client accounts and conduct investment activities for their own accounts, which in each case may result in conflicts of interests.</p> <p>To the extent a particular investment is suitable for multiple client accounts, such investment will generally be allocated among client accounts pro rata based on assets under management or in some other manner in which the Affiliated Parties determine is fair and equitable under the circumstances to all of their clients. Simultaneous identical portfolio transactions for multiple client accounts may tend to decrease the prices received and increase the prices required to be paid by the client accounts, respectively, for its portfolio sales and purchases. When less than the maximum desired number of shares of a particular security to be purchased is available at a favorable price, the Affiliated Parties will allocate the shares purchased among client accounts in an equitable manner.</p> <p>In addition, the Affiliated Parties may have conflicts of interest in allocating their time and activities between multiple client accounts, and in allocating investments among multiple client accounts.</p>
Item 10.D	<p>If you recommend or select other investment advisers for your <i>clients</i> and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.</p> <p>Not applicable to 683 Capital.</p>

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

<p>Item 11.A</p>	<p>If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any <i>client</i> or prospective <i>client</i> upon request.</p> <p>683 Capital’s Code of Ethics (the “Code”) is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940. The Code applies to 683 Capital’s access persons (which includes all employees of 683 Capital) and sets forth a standard of business conduct that takes into account 683 Capital’s status as a fiduciary and requires access persons to place the interests of the Advisory Clients (which includes the Fund and any separately managed account or additional investment vehicles established by or advised by 683 Capital in the future), and Investors above their own interests. The Code requires access persons to comply with applicable federal securities laws. Further, access persons are required to promptly bring violations of the Code to the attention of 683 Capital’s Chief Compliance Officer. At least annually, all access persons are provided with a copy of the Code and are required to acknowledge receipt of the Code.</p> <p>The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. 683 Capital’s access persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an access person. In addition, 683 Capital’s access persons must provide annual holdings reports and quarterly transaction reports in accordance with Rule 204A-1 and must seek pre-clearance before engaging in ANY transactions involving Reportable Securities in his or her personal account.</p> <p>In addition, the Code ensures the protection of nonpublic information about the activities of the Fund. Investors or prospective Investors may review a copy of 683 Capital’s Code by contacting the Chief Compliance Officer.</p>
<p>Item 11.B</p>	<p>If you or a <i>related person</i> recommends to <i>clients</i>, or buys or sells for <i>client</i> accounts, securities in which you or a <i>related person</i> has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p> <p>Examples: (1) You or a <i>related person</i>, as principal, buys securities from (or sells securities to) your <i>clients</i>; (2) you or a <i>related person</i> acts as general partner in a partnership in which you solicit <i>client</i> investments; or (3) you or a <i>related person</i> acts as an investment adviser to an investment company that you recommend to <i>clients</i></p> <p>683 Capital serves as the investment manager to the Fund. 683 Capital, its employees or their related persons may also invest directly in the Fund (and in any additional investment vehicles that may be established by 683 Capital in the future). It should be noted that investments made by such parties may not be subject to management fees or performance-based fees.</p> <p>An affiliate of 683 Capital, 683 Capital GP, LLC (the “General Partner”) serves as the general partner to the Master Fund.</p>

<p>Item 11.C</p>	<p>If you or a <i>related person</i> invests in the same securities (or related securities, <i>e.g.</i>, warrants, options or futures) that you or a <i>related person</i> recommends to <i>clients</i>, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.</p> <p>Related person transactions must be made strictly in accordance with 683 Capital’s Code of Ethics and the terms of the offering described in any applicable investment product’s offering materials. 683 Capital and its related persons and entities may not purchase or sell any securities that they know will be, or currently are being, purchased or sold for the account of the Fund, and are strictly prohibited from purchasing securities of issuers that 683 Capital has come into contact with material non-public information. In order to manage this conflict of interest, 683 Capital maintains a restricted list and the Code of Ethics requires employees to obtain prior written approval from the Chief Compliance Officer before engaging in any transactions in reportable securities in his or her personal account. Such employee transactions will be reviewed in the best interests of 683 Capital’s Advisory Clients and will be denied by the Chief Compliance Officer if there is risk of potential adverse consequences to the Advisory Clients.</p> <p>The Chief Compliance Officer reviews access persons’ personal transaction reports to make sure each access person is conducting his or her personal securities transactions in a manner that is consistent with the Code.</p> <p>As noted, 683 Capital’s related persons and related entities have investments in the Fund.</p>
<p>Item 11.D</p>	<p>If you or a <i>related person</i> recommends securities to <i>clients</i>, or buys or sells securities for <i>client</i> accounts, at or about the same time that you or a <i>related person</i> buys or sells the same securities for your own (or the <i>related person's</i> own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p> <p>683 Capital makes available to qualified prospective investors the opportunity to invest in the Fund. The managing member and other management persons have personal investments in the Fund. In addition, affiliates receive performance-based fees and allocations from the Fund and the unaffiliated private funds for which it serves as the sub-advisor.</p> <p>683 Capital will not, directly or indirectly, while acting as principal for its own account, knowingly sell any security to, or purchase any security from, the Fund without disclosing to the Investors or the Advisory Clients in writing prior to the completion of such transaction, the capacity in which 683 Capital is acting and obtaining the specific consent of the Investors or the Advisory Clients.</p> <p>As noted in Item 4.A, 683 Capital provides non-discretionary investment advice with respect to unaffiliated private funds. In such capacity, 683 Capital may recommend to the unaffiliated private funds investment opportunities in which one or more Affiliated Parties have an interest, in their individual capacity and/or through the Fund. Please see Item 10.C for more information on 683 Capital’s allocation policies and Item 11.A for more information on 683 Capital’s personal trading policies.</p>

ITEM 12 – BROKERAGE PRACTICES

Item 12.A.1	<p>Describe the factors that you consider in selecting or recommending broker-dealers for <i>client</i> transactions and determining the reasonableness of their compensation (e.g., commissions).</p> <p>1. Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create.</p> <p>Note: Your disclosure and discussion must include all soft dollar benefits you receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.</p> <ol style="list-style-type: none"> a. Explain that when you use <i>client</i> brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services. b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your <i>clients’</i> interest in receiving most favorable execution. c. If you may cause <i>clients</i> to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact. d. Disclose whether you use soft dollar benefits to service all of your <i>clients’</i> accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to <i>client</i> accounts proportionately to the soft dollar credits the accounts generate. e. Describe the types of products and services you or any of your <i>related persons</i> acquired with <i>client</i> brokerage commissions (or markups or markdowns) within your last fiscal year. f. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for soft dollar benefits you received. <p>683 Capital and/or the General Partner are solely responsible for selecting the broker used in each transaction for the Fund and for negotiating the fees to be paid to the broker in connection with such transactions. 683 Capital recognizes its duty to obtain “best execution.” In determining best execution, 683 Capital may take into account the full range and quality of a broker’s services that benefit an account under management such as brokerage, research, and other services.</p>
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	<p>Therefore, 683 Capital may not necessarily negotiate “execution only” commission rates and may “pay up” for research and other services provided by the broker through the commission rate (“soft dollars”). However, since commission rates are generally negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may result in higher transaction costs than would be otherwise obtainable.</p> <p>In selecting brokers and negotiating commission rates, 683 Capital will take into account the financial stability and reputation of brokerage firms, the brokerage, research and related services provided by such brokers, including the ability to effect prompt and reliable executions at favorable prices, the operational efficiency with which transactions are effected and the prime broker’s risk in positioning a block of securities, and the referral of Investors (consistent with best execution), although the Fund may not, in any particular instance, be the direct or indirect beneficiary of the research or related services provided.</p> <p>683 Capital does not currently, but may in the future, use “soft dollar” benefits generated from brokerage transactions with some brokers to obtain research products and services for the benefit of its clients. When 683 Capital uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, 683 Capital receives a benefit because it does not have to produce or pay for the research, products or services. It is also noted that the 683 Capital may have an incentive to select or recommend a broker-dealer based on 683 Capital’s interest in receiving the research or other products or services, rather than on the clients’ interest in receiving most favorable execution. Research and other services furnished or paid for by brokers may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors, as well as discussions with research personnel; market, financial and economic studies and forecasts; financial publications; meetings with corporate executives, attendance at seminars and conferences; statistical and pricing services; analytical software and databases.</p> <p>The Chief Compliance Officer will use his best judgment to ensure that all direct or indirect soft dollar activities related to the Advisory Clients will be limited to activities within the Section 28(e) safe harbor. It should be noted that certain of the commission arrangements entered into by 683 Capital may involve a product or service that can be used by 683 Capital only partially for functions within Section 28(e) (i.e., “mixed-use” products and services). In such cases, 683 Capital will make a reasonable allocation of the cost according to its use and the amount allocated to the use that does not qualify under Section 28(e) will be paid for by 683 Capital with “hard” dollars (e.g., a message service that is used 60% to transmit orders to broker-dealers for execution and 40% for general communication purposes will only be paid for 60% in soft dollars to stay within the Section 28(e) safe harbor).</p>
Item 12.A.2	<p><u>Brokerage for <i>Client Referrals</i></u>. If you consider, in selecting or recommending broker-dealers, whether you or a <i>related person</i> receives <i>client</i> referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.</p> <p>a. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving <i>client</i> referrals,</p>

	<p>rather than on your <i>clients'</i> interest in receiving most favorable execution.</p> <p>b. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for <i>client</i> referrals.</p> <p>In selecting or recommending broker-dealers, 683 Capital does not consider whether the Affiliated Parties receive investor referrals from a broker-dealer or third party. However, 683 Capital's prime brokers may provide the Fund with capital introduction services. Because such services, if any, are likely to benefit the Fund but will provide an insignificant (if any) benefit to its clients, there is a conflict of interest with the clients when allocating client brokerage business to a broker that has referred investors to the Fund. 683 Capital believes that this conflict is avoided because it will not allocate client brokerage business to a referring broker unless it determines in good faith that the commissions payable to such broker are not materially higher than those available from non-referring brokers offering services of substantially equal value to the client account.</p>
Item 12.A.3	<p><u>Directed Brokerage.</u></p> <p>a. If you routinely <u>recommend</u>, <u>request</u> or <u>require</u> that a <i>client</i> direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their <i>clients</i> to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of <i>client</i> transactions, and that this practice may cost <i>clients</i> more money.</p> <p>b. If you <u>permit</u> a <i>client</i> to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of <i>client</i> transactions. Explain that directing brokerage may cost <i>clients</i> more money. For example, in a directed brokerage account, the <i>client</i> may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the <i>client</i> may receive less favorable prices.</p> <p>Note: If your clients only have directed brokerage arrangements subject to most favorable execution of client transactions, you do not need to respond to the last sentence of Item 12.A.3.a. or to the second or third sentences of Item 12.A.3.b.</p> <p>Not applicable to 683 Capital.</p>
Item 12.B	<p>Discuss whether and under what conditions you aggregate the purchase or sale of securities for various <i>client</i> accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to <i>clients</i> of not aggregating.</p> <p>At the time of this ADV Part 2A, 683 Capital only has discretionary authority over the assets of the Fund.</p>

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ITEM 13 – REVIEW OF ACCOUNTS

Item 13.A	<p>Indicate whether you periodically review <i>client</i> accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the <i>supervised persons</i> who conduct the review.</p> <p>The Fund's portfolio is under continuous review by the Ari Zweiman and Joseph Patt (on behalf of 683 Capital and the General Partner). Mr. Zweiman and Mr. Patt consider, among other things, investment performance, the portfolio's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.</p>
Item 13.B	<p>If you review <i>client</i> accounts on other than a periodic basis, describe the factors that trigger a review</p> <p>Please see Item 13.A.</p>
Item 13.C	<p>Describe the content and indicate the frequency of regular reports you provide to <i>clients</i> regarding their accounts. State whether these reports are written.</p> <p>Investors will be furnished annually with audited year-end financial statements (within 120 days of the end of each fiscal year), including a statement of profit or loss for such fiscal year. In addition, Investors will be furnished with (i) unaudited monthly performance statements and (ii) unaudited quarterly reports.</p> <p>Some investors may be provided with information about the Fund in response to questions and requests, and/or in connection with due diligence meetings and other communications, but such information will not distributed to other investors and prospective investors who do not request such information. Each investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by 683 Capital is sufficient for its needs.</p>

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Item 14.A	<p>If someone who is not a <i>client</i> provides an economic benefit to you for providing investment advice or other advisory services to your <i>clients</i>, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.</p> <p>Not applicable to 683 Capital.</p>
Item 14.B	<p>If you or a <i>related person</i> directly or indirectly compensates any <i>person</i> who is not your <i>supervised person</i> for <i>client</i> referrals, describe the arrangement and the compensation.</p> <p>Note: If you compensate any person for client referrals, you should consider whether SEC rule 206(4)-3 or similar state rules regarding solicitation arrangements and/or state rules requiring registration of investment adviser representatives apply.</p> <p>Please also see Item 12 for a further description on capital introduction from brokers.</p>

ITEM 15 – CUSTODY

If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker-dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.

With respect to the Fund, 683 Capital is deemed to have custody by virtue of its affiliate's status as general partner of the Master Fund or by virtue of having the authority to obtain possession of the Fund's assets. Account statements are provided to Investors by the Fund's administrator.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, 683 Capital believes that all Investors will be provided with audited financial statements for the Fund within 120 days of the end of the Fund's fiscal year (i.e., generally by April 30). 683 Capital urges investors to carefully review the audited financial statements of the Fund.

ITEM 16 – INVESTMENT DISCRETION

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

683 Capital has discretionary authority to manage the Fund. 683 Capital is authorized to make purchase and sale decisions for the Fund. As explained above, the Fund's investment strategy is set forth in detail in the confidential private offering memoranda. Investors do not have the ability to impose limitations on 683 Capital's discretionary authority. Prospective Investors are provided with a confidential private offering memorandum for the Master Fund or the Offshore Feeder prior to their investment and are encouraged to carefully review such confidential private offering memorandum, along with all other relevant Fund materials, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective Investors should also consult with their legal, tax, or other advisors prior to making any investment. Prospective Investors must also execute a subscription agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool.

ITEM 17 – VOTING CLIENT SECURITIES

<p>Item 17.A</p>	<p>If you have, or will accept, authority to vote <i>client</i> securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your <i>clients</i> can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your <i>clients</i> with respect to voting their securities. Describe how <i>clients</i> may obtain information from you about how you voted their securities. Explain to <i>clients</i> that they may obtain a copy of your proxy voting policies and procedures upon request.</p> <p>683 Capital understands and appreciates the importance of proxy voting. 683 Capital has appointed a third party proxy, Institutional Shareholder Services Inc. (“ISS”) to generally manage the receipt of incoming proxies, maintain a log of all proxies, and place votes based on specified policies and guidelines established by 683 Capital. In the event that 683 Capital decides to directly exercise discretion to vote a proxy (in the event such authority is not delegated to ISS), 683 Capital will vote any such proxies in the best interests of its Advisory Clients and in accordance with set compliance procedures.</p> <p>In instances where 683 Capital decides to directly vote a proxy, prior to voting any proxies, 683 Capital’s Proxy Voting Committee will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, the Proxy Voting Committee will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not. If no material conflict is identified pursuant to its set procedures, the Proxy Voting Committee will make a decision on how to vote the proxy in question. If a conflict is identified and deemed material, 683 Capital may appoint ISS to vote on such proxy and/or will determine whether voting in accordance with the proxy voting guidelines is in the best interests of affected Advisory Clients. With respect to material conflicts, 683 Capital will determine whether it is appropriate to disclose the conflict to affected Advisory Clients and Investors, and give Investors the opportunity to vote the proxies in question themselves.</p> <p>Any proxies actually received by 683 Capital will be provided to the Chief Compliance Officer. The Chief Compliance Officer, or designee, will ensure delivery of the proxy, in accordance with instructions related to such proxy, in a timely and appropriate manner. 683 Capital keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received and internal documents created that were material to voting decisions and each client request for proxy voting records and 683 Capital’s response for the previous five years. Records related to proxies voted by ISS are maintained on the ISS platform (which is fully accessible by 683 Capital).</p> <p>Please contact the Chief Compliance Officer for a copy of 683 Capital’s proxy voting policies and procedures.</p>
<p>Item 17.B</p>	<p>If you do not have authority to vote <i>client</i> securities, disclose this fact. Explain whether <i>clients</i> will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) <i>clients</i> can contact you with questions about a particular solicitation.</p> <p>Not applicable to 683 Capital.</p>

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ITEM 18 – FINANCIAL INFORMATION

Item 18.A	<p>If you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, include a balance sheet for your most recent fiscal year.</p> <ol style="list-style-type: none"> 1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity. 2. Show parenthetically the market or fair value of securities included at cost. 3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X. <p>Not applicable to 683 Capital.</p>
Item 18.B	<p>If you have <i>discretionary authority</i> or <i>custody</i> of <i>client</i> funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to <i>clients</i>.</p> <p>683 Capital is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.</p>
Item 18.C	<p>If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.</p> <p>Not applicable to 683 Capital.</p>