

**Item 1 – Cover Page**

**Dominus Capital Management, L.P.**

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This Brochure provides information about the qualifications and business practices of Dominus Capital Management, L.P. (“Dominus Capital” or the “Company”). If you have any questions about the contents of this Brochure, please contact Lynn Horn, Chief Compliance Officer (“CCO”), at 212-784-5445.

Dominus Capital is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information about which you determine to hire or retain an investment adviser.

Additional information about Dominus Capital also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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.

## **Item 2 – Material Changes**

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document (“Brochure”) that we provide to clients as required by SEC Rules. This Brochure, originally issued on February 10, 2012 and updated on March 8, 2013, is a document prepared according to the SEC’s requirements and rules.

The only material change in this updated Brochure is the approximately 3% increase of regulatory assets under management to \$206,012,811 at December 31, 2012.

Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting the CCO at 212-784-5445.

Additional information about Dominus Capital Management, L.P. is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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Dominus Capital is a private equity investor. The Company typically targets high quality businesses with significant growth opportunities. A typical targeted company is at an inflection point, possessing identifiable untapped growth potential with room for significant operational improvements. Generally, the targeted company is a market leader with a defensible market positions in an industry with high barriers to entry, strong free cash flow, sizable relative margins and exceptional management teams. ...	
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## **Item 4 – Advisory Business**

Founded in 2008 by Gary A. Binning, Robert D. Haswell and Ashish B. Rughwani, Dominus Capital Management, L.P. is an investment management firm focusing on making private equity and equity related investments primarily in middle market companies located in North America.

The Company is located in New York City and is privately owned. Messrs. Binning, Haswell and Rughwani are the principal owners and collectively own approximately 100% of the Company.

As of December 31, 2012, Dominus Capital managed on a discretionary basis approximately \$206,012,811.

Dominus Capital targets control-oriented investments in management buyouts, recapitalizations and growth capital transactions. The Company plans to invest in light manufacturing, consumer products, service businesses as well as other industries.

Dominus Capital provides investment advisory services on a discretionary basis to clients, primarily commingled investment vehicles intended for institutional investors and other sophisticated investors. Currently, the Company provides investment advisory services to the Dominus Capital Partners, L.P. (the “Fund”) which is a private investment fund.

## **Item 5 – Fees and Compensation**

### **Management Fee, Redemptions and Termination**

Information with respect to fees, redemptions and termination are set forth in the Fund’s limited partnership agreements or private placement memorandum (together, the “PPM”).

Dominus Capital generally collects its management fees in advance on a quarterly basis. Upon termination of the Fund, any prepaid, unearned fees will be promptly refunded.

### **Incentive Fees**

See Item 6 below for information with respect to incentive fees.

## **Other Fees and Expenses**

Dominus Capital's fees are exclusive of transaction fees, consulting fees, legal, accounting and tax fees, custodial fees and other related costs and expenses which shall be incurred by the Fund's limited partners. Limited partners may incur certain charges in connection with the Fund's Advisory Board and meetings of the limited partners. Limited Partners are also responsible for all expense arising out of the dissolution of the Fund. Such charges and fees are exclusive of and in addition to Dominus Capital's fee and the Company will not receive any portion of these fees and costs. Additionally, Fund investors are responsible for their pro rata share of organizational expenses.

Item 12 further describes the factors that Dominus Capital considers in selecting or recommending broker-dealers for Fund transactions and determining the reasonableness of their compensation (e.g., commission rates and mark-ups and mark-downs).

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Dominus Capital's management fee arrangement with the Fund includes performance fee or incentive fee arrangements. Generally, the Company will receive incentive fees based on the performance of the Fund after a specified preferred rate of return has been paid to the limited partners. In measuring a limited partners' assets for the calculation of performance-based fees, Dominus Capital includes realized capital gains and losses.

Performance based fee arrangements may create an incentive for Dominus Capital to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. All investment opportunities are allocated pro rata to investors based upon their respective capital commitment, therefore ensuring fair and equitable treatment to all investors.

Investors in the Fund should review the Fund's PPM for detailed information with respect to incentive fees.

## **Item 7 – Types of Clients**

Dominus Capital provides investment advice to the Fund. Investors in the Fund may include institutional investors including, but not limited to, public and corporate pension plans, insurance companies, high net worth individuals and trusts.

Generally the minimum initial investment in the Fund is \$10,000,000; however, the General Partner reserves the right to accept smaller participations.

Details concerning applicable fees and suitability criteria are set forth in the Fund's PPM.

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

Dominus Capital is a private equity investor. The Company typically targets high quality businesses with significant growth opportunities. A typical targeted company is at an inflection point, possessing identifiable untapped growth potential with room for significant operational improvements. Generally, the targeted company is a market leader with a defensible market positions in an industry with high barriers to entry, strong free cash flow, sizable relative margins and exceptional management teams.

### Investment Methodology and Strategy

#### *Due Diligence Process*

Dominus Capital performs extensive analytical screening of investment opportunities. Typically, the Company's investment professionals expect to review over 300 investment opportunities per year with a conversion rate of two to three deals per year.

The Company utilizes the comprehensive experience of its professionals in corporate development, operations, engineering, management consulting, finance and accounting to identify growth opportunities and strategic initiatives within the businesses through extensive quantitative and qualitative analysis.

All investments require unanimous consent of all investment committee members.

#### *Value Adding*

Throughout the life of an investment, Dominus Capital intends to provide operational expertise and oversight to the Fund's portfolio companies. The Company typically works closely with the portfolio company management to ensure that the comprehensive operating plan established during the due diligence phase is being executed effectively. In addition, Dominus Capital helps define the strategic vision of the company and establish financial benchmarks that effectively measure execution and results. Typical operation improvements and growth initiatives include, but are not limited to:

- Product Line expansion;
- Geographical Diversification;
- Lean Manufacturing and Six Sigma Implementation;
- Strategic Acquisitions and Integration;
- Management Augmentation; and
- Organic Growth Initiatives.

### *Exit Strategy*

Early in the deal process, Dominus Capital typically identifies liquidity options. Investments are generally held for a period of 3-7 years.

The Company intends to optimize the exit value of portfolio companies through sales to strategic or financial buyers, an initial public offering or recapitalizations.

Throughout the life of the investment, Dominus Capital continuously monitors the portfolio company-specific performance and assesses current market conditions to determine the optimal form and timing of exit.

### Risk of Loss

**Investing in securities involves risk of loss that investors in the Fund should be prepared to bear.**

Dominus Capital primarily makes private equity investments. These investments typically remain in the Fund's portfolio for a number of years and are not liquid. Accordingly, investors in the Fund may experience a greater degree of risk.

Dominus Capital's investment strategies may be deemed to be a highly speculative investment and is not intended as a complete investment program. It is designed only for sophisticated investors who are able to bear the economic risk of the loss of their investment and who have a limited need for liquidity in their investment.

Generally, there is no public market for the Fund's portfolio holdings. In addition, investors may redeem their interest in the Fund under limited specific circumstances as outlined in the Fund's partnership agreement. Accordingly, Fund investors may not be able to withdraw their investment in the Fund when desired.

The risk of loss described herein should not be considered to be an exhaustive list of all the risks which investors in the Fund should consider. Investors in the Fund should refer to the respective Fund's PPM for additional information on risk factors and risk of loss.

#### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of the investment adviser's management.

Dominus Capital does not have any disciplinary information applicable to this Item to disclose.

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

Dominus Capital does not have any activities and affiliations to report that is applicable to this Item.



## Item 11 – Code of Ethics

Dominus Capital has adopted a Code of Ethics (“Code”) designed to address and prevent potential conflicts of interest as required under Rule 204A-1 of the Investment Advisers Act. The Code describes the Company’s high standard of business conduct and fiduciary duty to its clients. The Code includes, among other items, provisions relating to the confidentiality of client (including investors in the Funds) information, prohibition on insider trading, prohibition of spreading rumors, restrictions on the acceptance of extravagant gifts and entertainment, the reporting of certain gifts and business entertainment, and personal securities trading procedures. All supervised persons at the Company must acknowledge the terms of the Code annually.

The Code is designed to ensure that the personal securities transactions, activities and interests of the employees of the Company will not materially interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities and transactions have been designated as exempt securities or transactions based upon a determination that these would materially not interfere with the best interest of clients. In addition, the Code requires pre-clearance of certain transactions. Employee trading is monitored by the Chief Compliance Officer to reasonably detect and prevent conflicts of interest between Dominus Capital and clients.

Among others, the Code requires supervised persons to:

- Refrain from trading in securities that the CCO and management deem to pose a potential conflict of interest. The CCO keeps a “Restricted Securities List” and designates additions and deletions immediately upon the company entering into a new relationship.
- Comply with the federal securities laws, certifying that they have read and understand the Code and reporting any violations of the Code to the CCO;
- Not trade either in their personal accounts or on behalf of clients on the basis of material non-public information; and
- Not inappropriately use their position for a personal benefit.

Employees who violate the Code and the Company’s Compliance Manual are subject to disciplinary action including, but not limited to, written warnings, fines and termination of employment.

Dominus Capital will provide a copy of its Code of Ethics to any investor or prospective investor in the Fund, upon request made to the CCO.

See Item 12 for information with respect to Principal and Agency Cross Transactions.

## **Item 12 – Brokerage Practices**

Dominus Capital typically does not utilize broker-dealers to effect portfolio investments. However, from time-to-time, the Fund may receive portfolio company securities as part of a portfolio company's general distribution. In these instances, the Company may sell the securities received by the Fund utilizing a broker-dealer.

Generally, Dominus Capital selects broker-dealers through which to effect transactions on the basis of best execution. "Best execution" does not mean effecting transactions at the lowest possible commission rate, transaction costs and price, but includes a number of factors mentioned herein.

Dominus Capital seeks to effect transactions at a price, commission and transaction cost (e.g., mark-up or mark-down) that provides the most favorable total cost or proceeds reasonably attainable under the circumstances. Dominus Capital may consider various factors when selecting broker-dealers including, but not limited to, the experience of the broker-dealer in liquidating distribution from private equity funds, the nature of the portfolio transaction, the size of the transaction, broker's trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement and error correction capabilities, willingness to commit capital, access to a particular trading market, and security conditions (e.g., liquidity, volatility).

Dominus Capital has discretion to determine without obtaining prior consent from the Fund or any investor in the Fund the:

- broker or dealer to execute transactions; and
- commission rates or commission equivalents charged for effecting transactions.

### *Research and Brokerage Services*

Dominus Capital does not obtain proprietary and third-party research services or products with Fund's commissions or "soft dollars".

### *Payment for Client Referrals*

From time-to-time, broker-dealers and their employees may refer potential investors to Dominus Capital. It is the Company's policy not to direct transactions and commissions to these broker-dealers as compensation for such referrals. However, Dominus Capital, at its discretion, may effect transactions through these broker-dealers provided they are able to provide best execution.

See Item 14 below for additional information with respect to payment for investor referrals.

#### *Directed Brokerage*

Dominus Capital does not accept instructions to effect some or all of their transactions with certain broker-dealers.

#### *Trade Errors*

With respect to the liquidation of a portfolio company's distribution of securities, Dominus Capital may cause a trade error to occur. When trade errors occur (e.g., the Company sold 10,000 shares when it should have sold 1,000 shares), the Company's policy is to correct the error promptly. In the event that Dominus Capital caused the error, the Company will make the Fund whole for the loss unless the equities of the situation may cause an unjust enrichment for the Fund. If the Fund caused the error (e.g., the Fund advised Dominus Capital that a certain amount of securities would be received by the Fund on a certain day but a substantially smaller amount was received and the Company acted upon the Fund's advice), the Fund will bear the error. If a third-party caused the error (e.g., Dominus Capital properly gave trade instructions to a broker-dealer but the broker-dealer executed the order incorrectly), the Company will take steps to collect from the third-party the amount of the error; however, there is no guarantee that the Company will be successful recuperating such funds in which case the Fund will bear the loss.

#### *Principal and Agency Cross-Transactions*

"Principal transactions" are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client.

An "agency cross transaction" is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Dominus Capital is neither registered as, nor is affiliated with, a broker-dealer.

## **Item 13 – Review of Accounts**

### *Account Reviews*

Dominus Capital reviews all limited partner accounts on a quarterly basis.

### *Investor Reports*

Dominus Capital provides quarterly financial statements for all limited partners containing a roll-forward of their account. In addition, these reports include portfolio holdings, transactions and performance information.

Investors in the Fund receive the Fund's audited annual reports.

See Item 15 for additional information with respect to custody of assets.

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

### *Investor Referrals*

Dominus Capital had entered into an agreement with a Placement Agent to assist in identifying investors for the Fund.

Investors referred to the Fund who made an investment in the Fund were subject to paying a pro rata share of Placement Agent Fees. That investor's portion of Dominus Capital's management fee (See Item 5) that it pays will be reduced by the amount of the Placement Agent Fee paid by that the investor.

### *Conflicts of Interest*

Referred investors to the Fund should be aware of potential inherent conflicts of interest between Dominus Capital and them with respect to the Placement Agent arrangement described above. Placement Agents may refer potential investors to the Fund because they will be paid a fee and not because the Fund provides appropriate investment strategies or are suitable for the investor. In turn, the Company earns management and incentive fees from these investors which may be higher than what they might pay another investment manager or collective investment vehicle.

### *Other Compensation*

The Company has not entered into any arrangement under which it receives any economic benefit, including sales awards or prizes, from a person who is not a client for providing advisory services to clients.

### **Item 15 – Custody**

Dominus Capital's policy is to have the Fund audited annually by an independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board, and to distribute copies of the audited financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") to the Fund's investors no later than 120 days after the end of the Fund's fiscal year.

In addition, upon the final liquidation of the Fund, the Company will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP to all Fund investors promptly after completion of the audit.

### **Item 16 – Investment Discretion**

As an investment adviser, Dominus Capital is granted the discretionary authority pursuant to the investment management agreement with the Fund to determine the Fund's private equity investments. In addition, the Company is granted authority with respect to the liquidation of any investment.

This authority is detailed in the Limited Partnership Agreement of the Fund and is referenced in each limited partners' Subscription Agreement.

### **Item 17 – Voting Client Securities**

The Company has implemented policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 of the Investment Advisers Act.

This Rule generally requires the Company to (i) adopt policies and procedures reasonably designed to ensure that proxies with respect to securities in the Fund where we exercise voting discretion are voted in the best interest of the Fund and its investors; (ii) to disclose how information may be obtained on how we vote proxies; and (iii) to maintain records relating to our proxy voting.

Certain members of Dominus Capital may occupy Board seats in the Fund's portfolio companies. In such cases, Dominus Capital representatives on the portfolio company boards will vote the Fund's shares in a manner the Dominus Capital feels is in the best interest of its investors.

Dominus Capital will provide, at no cost, a copy of its proxy voting policies and will provide investors in the Fund with information regarding how proxies were voted by contacting the CCO.

### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition.

Dominus Capital does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. In addition, the Company has not been the subject of a bankruptcy proceeding.