



## Semper Capital Management, L.P.

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### Form ADV, Part 2A – Firm Brochure

This Brochure provides information about the qualifications and business practices of Semper Capital Management, L.P. (the “Firm”). If you have any questions about the contents of this Brochure, please contact us by telephone at (212) 612-9000 or by e-mail at [info@sempercap.com](mailto:info@sempercap.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. The Firm is a registered investment adviser. The term “registered investment adviser” reflects the Firm’s registration with the SEC and does not imply a certain level of skill or training.

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

November 24, 2014

## Item 2. Material Changes

The following material changes have occurred since the last annual update of the Firm's Brochure on December 20, 2012:

- On November 7, 2014, RSL Capital, LLC, a New York limited liability company, made a significant investment in the Firm and became one of its principal owners.
- Semper MBS Total Return Fund, a registered investment company and a series of the Advisors Series Trust, was launched in July of 2013. During 2013, the Firm also closed UCM New Horizon Fund, L.P., UCM Secured Asset Allocation Fund, L.P., Semper Opportunistic Mortgage Strategy Fund, L.P. and the Semper Government/Credit Fixed Income Fund, L.P. (and their respective Cayman feeder funds) in order to streamline its offerings and concentrate on its core competencies.
- The Firm's Chief Compliance Officer, Martinnette Witrick, left the Firm on May 6, 2013, and was replaced by Ria A. Davis, who is also the Firm's General Counsel.
- In May of 2013, the Firm changed its name to Semper Capital Management, L.P. In connection with the Firm's name change, UCM Midas Fund changed its name to Semper Midas Fund, UCM Active MBS Fund changed its name to Semper Active MBS Fund, UCM Short Duration Fund changed its name to Semper Short Duration Fund and UCM US RMBS Opportunity REIT changed its name to Semper RMBS Opportunity REIT.
- The Firm is registered as a Commodity Pool Operator (a "CPO") and a Commodity Trading Advisor (a "CTA") with the National Futures Association (the "NFA"), and several members of the Firm's management team are registered as "Swap Associated Persons" and "Associated Persons". The Firm is in the process of withdrawing its registration as a CTA, however, and all of the commodity pools it advises are exempt from CPO registration. See Item 10 – "*Other Financial Industry Activities and Affiliations*" below.
- In August of 2013, Gregory Parsons, the Firm's Chief Executive Officer and an owner of the Firm, acquired 100% of a FINRA registered broker-dealer, CAVU Securities, LLC (formerly known as Point Capital Management, LLC; the "Broker-Dealer"). In August of 2013, Mr. Parsons also joined the Board of Directors of Spouting Rock Financial Partners, LLC, a registered investment adviser. See Item 10 – "*Other Financial Industry Activities and Affiliations*".

Copies of this Brochure and the Brochure Supplement may be requested, free of charge, by contacting Thomas Mandel, Senior Managing Director, by telephone at (212) 612-9129 or (212) 612-9000 or by e-mail at [tmandel@sempercap.com](mailto:tmandel@sempercap.com). Additional information about Semper Capital Management, L.P. is available on the SEC's web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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**ADV Part 2B – Brochure Supplement**

#### **Item 4. Advisory Business**

##### History and Ownership

Semper Capital Management, L.P. (the “Firm”) is a Delaware limited partnership that has been in business as an SEC registered investment adviser since 1992. The Firm’s principal owners are RDP I, LLC (owned by Richard D. Parsons), RSL Capital, LLC (owned by Ronald S. Lauder) and Gregory A. Parsons, who is also the Firm’s Chief Executive Officer.

The Firm’s General Partner, Semper Capital Partners, LLC, a Delaware limited liability company, also holds an ownership position in the Firm and is itself primarily owned by several of the Firm’s employees. Gregory A. Parsons, Jerald P. (Jay) Menozzi and Thomas B. Mandel are the principal owners of Semper Capital Partners, LLC.

##### Types of Investment Services Offered

The Firm provides discretionary and non-discretionary investment advisory services to institutional clients and pooled investment vehicles in both long-only and alternative strategies. The Firm specializes in fixed income securities, specifically securitized debt such as agency and non-agency residential mortgage-backed securities (“MBS”), commercial mortgage-backed securities (“CMBS”), and asset-backed securities (“ABS”), as well as short duration strategies.

##### Investment Funds

The Firm provides discretionary investment advisory services to onshore and offshore pooled investment vehicles (“Funds”) in both long-only and alternative strategies. The Firm’s affiliate, Semper Management Holdings, LLC is the owner of the general partner of each onshore fund and Greg Parsons is a Director of each of the offshore funds. Each Fund’s investment objectives and guidelines are set forth in the investment advisory agreement between the Fund and the Firm and are described in the Fund’s offering documents.

The Firm is also the investment adviser for the Semper Short Duration Fund (a registered mutual fund which is a series of the Forum Funds) (the “Short Duration Fund”) and for the Semper MBS Total Return Fund (a registered mutual fund which is a series of the Advisors Series Trust) (the “Total Return Fund”), which are described below under “*Other Financial Industry Activities and Affiliations*”.

##### Separately Managed Account Advisory Services

The Firm also provides discretionary and non-discretionary investment advisory services to institutional clients in separately managed accounts (“SMAs”). The Firm’s individualized investment advisory services generally focus on active, passive or short duration MBS strategy, and will be tailored to the client’s

specific investment objectives and guidelines as set forth in the investment advisory agreement between the Firm and the client. SMA advisory services may be similar to investment advisory services provided to the Funds.

As used herein, the term “client” may refer to a managed account client, a Fund or a Mutual Fund.

As of December 31, 2013, the Firm had \$1,235,891,505 in client (regulatory) assets under management; of this amount, \$730,372,023 is managed on a discretionary basis and \$505,519,482 is managed on a non-discretionary basis.

## **Item 5. Fees and Compensation**

### General Fee Information

Pursuant to the investment advisory agreement with each client, the Firm is compensated for advisory services based on a percentage of assets under management (the “Management Fee”). The Firm may also receive performance-based fees as set forth in the relevant investment advisory agreement. See Item 6 – “*Performance-Based Fees and Side-By-Side Management*” and “*Brokerage Practices*.”

Management Fees are deducted by the client or the client’s designee (such as an administrator or custodian) from client assets in a manner that is established at account opening. Generally, as agreed upon with the client at account inception, the Firm will invoice the fund administrator, custodian and/or the client for payment of the Firm’s fees.

The Firm’s fees are exclusive of custodial fees, trading costs (including brokerage commissions) and other related costs and expenses which may be incurred by or on behalf of the client. Broker-dealers on the Firm’s approved broker list are approved by the Firm after a due diligence compliance and best execution review. See Item 12 – “*Brokerage Practices*” below for a discussion of the Firm’s brokerage practices.

Generally, either the Firm or the client may terminate an investment advisory agreement with prior notice. In the event of termination, fees will be prorated and any paid but unearned fees will be promptly refunded to the client. Any fees due to the Firm from the client will be invoiced or deducted from the client’s account prior to termination. Pursuant to the terms of each client’s investment advisory agreement, fees are deducted by the client’s custodian.

Clients do not pay the Firm’s fees in advance.

Neither the Firm nor its supervised persons accept compensation from the Firm or from any client of the Firm for the sale of securities or other investment products including asset-based charges or service fees.

### Separately Managed Account Fees

The Management Fee and any performance based fee for SMAs are generally negotiated with the client and will depend, among other things, on the size of the portfolio and services to be provided. SMA Management Fees are generally calculated and paid quarterly in arrears. Should an SMA client decide to invest any portion of the assets in an SMA in one or more Funds, the Firm does not charge the SMA client any SMA management fees with respect to those assets, in order to avoid double charging the client.

### Investment Fund Fees

Private fund management fee schedules are listed below. Fees may be waived by the Firm with respect to particular investors in the Funds. Incentive based fees or allocations are also discussed in Item 6 – *Performance Based Fees and Side-by-Side Management*.

#### *Semper MIDAS Fund, L.P.*

- Management Fee: Only Class C Interests are currently available to new investors; the management fee for Class C Partners is 1.5% per annum.
- Incentive Allocation: 20% of net capital appreciation with a high water mark, payable quarterly in arrears.

#### *Semper Active MBS Fund, L.P.*

- Management Fee: Only Class B and Class C Interests are currently available to new investors; the management fee is 0.35% per annum for Class B Partners and 0.10% per annum for Class C Partners.
- Incentive Allocation (for Class C Partners only): 10% increase of the Aggregate Net Increase in excess of the Hurdle with respect to each Class C Partners. A “high water mark” method of incentive allocation has been adopted by utilizing the Loss Recovery Account method described in the Fund’s Private Placement Memorandum.

#### *Semper US RMBS Opportunity REIT, Inc.*

- Management Fee: Only Class A-2 Shares are currently available to new investors; the annual asset management fee for the Class A-2 Shares is 1.5% per annum of average assets under management, paid monthly.
- Incentive Allocation: The incentive allocation for the Class A-2 Shares is 20% of net proceeds from investment and sales activities after distributions to stockholders of their target dividend

of 7.0%, on a cumulative basis, for all previous and current distribution periods. The incentive allocation for the Class A-2 Shares is payable only upon liquidation of the REIT, or with respect to an early redemption by a REIT Shareholder as set forth in the REIT's Private Placement Memorandum.

#### Semper Short Duration Fund

- Management Fee: The management fee for both the Short Duration Fund Institutional Shares and the Investor (Retail) Shares is 0.35%; The Firm has contractually agreed to reduce a portion of its management fee and to pay Fund expenses to limit Total Annual Fund Operating Expenses of Institutional and Investor (Retail) Shares to 0.60% and 0.85%, respectively, through March 29, 2015. See the Fund's Prospectus for additional information.
- Incentive Fee: None

#### Semper MBS Total Return Fund

- Management Fee: The management fee for both the Total Return Fund Institutional Shares and the Investor (Retail) Shares is 0.45%. The Firm has contractually agreed to reduce a portion of its management fee and to pay Fund expenses to ensure that Net Annual Fund Operating Expenses do not exceed 0.75% of average daily net assets for the Institutional Class shares and 1.00% of average daily net assets for the Investor (Retail) Class shares through March 29, 2015. See the Fund's Prospectus for additional information.
- Incentive Fee: None

In addition to the Management Fee and the other fees described above, the Funds generally also pay expenses related to organization and offering, operating and administrative expenses, structuring fees, distribution fees, accounting and audit fees, legal fees, insurance, printing and mailing expenses, filing fees, interest on indebtedness and extraordinary expenses.

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

As described above, the Firm may receive, in addition to a Management Fee, a performance-based fee or incentive allocation equal to a percentage of net capital appreciation of the client account (a "Performance Fee") for some SMAs and Fund accounts. Performance Fees are negotiated with an SMA client at the inception of the account; Performance Fees for Funds are established in the Investment Management Agreement between the Firm and the Fund and are described above in Item 5 – *Fees and Compensation*, and in the offering documents for the Fund.

The Firm structures Performance Fees in compliance with § 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), in accordance with the exemptions available thereunder,

including the exemption set forth in Rule 205-3. Unrealized capital gains and losses may be included in measuring a client's assets for the calculation of Performance Fees.

Performance Fees may create an incentive for the Firm to purchase or recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher fee paying accounts over other accounts, or to favor performance fee paying clients over non-performance fee paying clients, in the allocation of investment opportunities. This risk is mitigated by the fact that the Firm seeks to maximize the performance of the applicable SMAs and Funds over time. In addition, some accounts subject to Performance Fees are subject to: (i) a loss carry forward provision (a "high water mark"), whereby prior losses are recovered before a Performance Fee can be paid; and/or (ii) a "hurdle" provision, which allows for the payment of a Performance Fee only after the account has achieved an agreed-upon level of performance. In the case of the REIT, the Firm does not receive an incentive allocation until REIT investors have received an annual target dividend, as specified in the REIT offering documents, on a cumulative basis for all previous and current distribution periods.

Furthermore, while the Firm may have an incentive to favor accounts that pay Performance Fees, the Firm seeks to allocate limited investment opportunities that suit the investment strategies of more than one account in an equitable manner. To achieve this, the Firm has established trade allocation procedures designed and implemented to ensure that all client accounts are treated fairly and equitably to prevent and manage conflicts of interest from influencing the allocation of limited investment opportunities that suit more than one account among client accounts.

## **Item 7. Types of Clients**

The Firm provides portfolio management services to many different types of clients, including institutional clients and pooled investment vehicles ("Funds"). The investors in the Funds are generally accredited investors, which may include high net worth individuals, banking or thrift institutions, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, and registered mutual funds, private investment vehicles (some of which use a master/feeder structure), and trust programs.

Fund investors are limited to persons who are "accredited investors" under Regulation D of the Securities Act of 1933, as amended (the "Securities Act"); "qualified clients" under the Advisers Act, or "qualified purchasers" under the Investment Company Act of 1940, as amended (the "Investment Company Act"); and "qualified eligible persons" under Rule 4.7 under the Commodity Exchange Act, as amended (the "CEA").

### Investment Funds

As indicated above, the Firm is the investment adviser for several private pooled investment vehicles, including a non-traded, private real estate investment trust (REIT). The minimum investment size for the



Funds are set forth in each Fund's offering documents, subject to each Fund's discretion to waive investment minimums for particular investors or classes of investors.

#### Separately Managed Accounts

The Firm provides individualized account services to institutional clients, pension plans and other entities.

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

#### Methods of Analysis and Investment Strategies

As discussed above, the Firm offers a number of fixed income investment strategies primarily within the securitized debt sector consisting of agency and non-agency residential mortgage-backed securities ("MBS"), commercial mortgage-backed securities ("CMBS"), and asset-backed securities ("ABS"), as well as short duration strategies. The Firm believes that fixed income market inefficiencies in the MBS, CMBS and ABS sectors allow for value added through active management. Most of the investment strategies have the objective of outperforming benchmark indices or providing absolute returns while managing risk.

Using a team approach, the Firm generally seeks to add value through security selection, sector selection, macro or yield curve/duration strategies and risk management.

- Security Selection: Overweighting securities that the Firm believes should outperform the sector overall, and under-weighting securities that the Firm believes are at risk of under-performing the sector overall. This process is both qualitative and quantitative.
- Sector Selection: Over-weighting/under-weighting broad fixed income sectors based on the Firm's expectation for out-performance or relative under-performance of fixed income sectors, generally consisting of Treasuries, Government Agencies, Corporate Bonds, MBS, CMBS, and ABS securities. Equally important in the Firm's process is the management and control of risk.
- Macro or Yield Curve/Duration Strategies: Modestly adjusting interest rate sensitivity of client portfolios based on the Firm's expectation for yield curve changes based on economic, market, and technical conditions.
- Risk Management: Throughout the Firm's investment process, a number of quantitative processes are utilized to seek to understand, quantify and control risk, including minimizing downside risk and volatility.

The Firm sources ideas for its investment strategies through internal discussion, macroeconomic analysis of the economy, technical and fundamental market analysis, quantitative analysis using proprietary and

third party models, and continuous evaluation of securities available for purchase and sale. The Firm's portfolio management team also interacts continuously with trading counterparties, including primary and regional broker/dealers, in order to evaluate investment opportunities and strategies presented.

The Firm's sector, sub-sector and industry allocation decisions are based on fundamental "top-down" analysis. The Firm's security selection investment process for securitized debt utilizes a proprietary loan-level loss model which generates separate default and severity vectors for delinquency pipeline, voluntary defaults, and involuntary defaults to analyze the expected loss adjusted yields for residential mortgage-backed securities.

While a comprehensive description of each Fund is available in its respective offering memorandum, a brief description of each Fund's investment strategy is set forth below:

- Semper Midas Fund – The Semper Midas Fund seeks to exploit ongoing inefficiencies and dislocation in the MBS, ABS and CMBS markets with the objectives of maximizing risk-adjusted total returns while at the same time, within the risk parameters adopted, seeking to preserve capital and maintain ample near-term liquidity. In addition, the Fund's portfolio will include instruments designed to generally hedge the value of the Fund's net assets against interest rate movements. The Fund may also engage in a broad array of other investment practices and may utilize a broad range of additional instruments in its investing and hedging activities, and may also utilize leverage in pursuing its objective.
- Semper Active MBS Fund ("Active MBS") – The Semper Active MBS Fund seeks to realize monthly net income and capital appreciation through investing and trading primarily in high-quality, senior, secured, MBS, ABS and CMBS. The Active MBS Fund may also invest in U.S. Treasury and Agency Securities, money market instruments including commercial paper and repurchase agreements collateralized by Agency and non-Agency MBS and other assets. In addition, the Active MBS Fund's portfolio will include instruments designed to generally hedge the value of the Fund's net assets against interest rate movements. The Fund may also utilize leverage in pursuing its objective.
- Semper US RMBS Opportunity REIT, Inc. – The Semper US RMBS Opportunity REIT is a private, non-traded REIT positioned to capture opportunities in attractively priced non-agency residential mortgage-backed securities (RMBS) and, to a lesser extent, other securitized debt securities. With a focus on investments concentrated in relatively lower-risk less volatile senior cash flow obligations, the REIT seeks to maximize risk-adjusted return via a portfolio management approach centered upon rigorous quantitative analysis and prudent risk management aimed at principal protection.

The investment objective and investment strategies for the Semper Short Duration Fund and the Semper MBS Total Return Fund are set forth in their respective prospectuses.

### Risk of Loss

While the Firm manages client investment portfolios to maximize returns and reduce the risk of loss based on the Firm's experience, research and proprietary methods, the value of client investment portfolios will depend on the performance of the underlying debt instruments and other securities in which they are invested. There can, therefore, be no assurance that the Firm's client portfolios will meet their investment objectives or that clients will not lose money.

### Hedge Fund Investing

The Funds offered by the Firm are operated as hedge funds, *i.e.*, they use advanced investment strategies such as leverage, long, short and derivative positions with the goal of generating high returns (either in an absolute sense or over a specified market benchmark). The principal risks of hedge fund investing include the following:

- Hedge fund investing is speculative and may involve substantial investment, liquidity, derivative, and other risks; these risks are described in the offering documents for Fund advised and managed by the Firm. An investor could lose all or a substantial amount of his/her investment.
- Hedge funds can use leverage and their performance results can be volatile.
- Private hedge funds are not subject to the same regulatory requirements as mutual funds and are not required to provide periodic pricing or valuation information to investors.
- Investments in private hedge funds are illiquid as they often require investors keep their money in the fund for at least one year. There is generally no secondary market for interest in hedge funds.
- Hedge fund fees and expenses may offset the fund's profits.

### Mortgage-Backed Securities

As discussed above, the Firm's investment strategies primarily focus on agency and non-agency residential mortgage-backed securities ("MBS"), commercial mortgage-backed securities ("CMBS"), and asset-backed securities ("ABS"). The principal risks of investing in this asset class include the following:

- Interest Rate Risk – The value of mortgage-backed securities ("MBS") can fall if the owners of the underlying mortgages pay off their mortgages sooner than expected, which could happen when interest rates fall, or later than expected, which could happen when interest rates rise. If the underlying mortgages are paid off sooner than expected, the Firm's strategies may require reinvesting this money in mortgage-backed or other securities that have lower yields.

- Agency and Non-Agency MBS – Mortgage-backed securities are most commonly issued or guaranteed by U.S. government agencies or instrumentalities (“Agency MBS”), but may also be issued or guaranteed by other private issuers (“Non-Agency MBS”). Although obligations of Agency MBS are not debts of the U.S. Treasury, in some cases, payment of interest and principal on such obligations is guaranteed by the U.S. government. There is no guarantee that the U.S. government will support securities not backed by its full faith and credit. Accordingly, although these securities historically have involved little risk of loss of principal if held to maturity, they may involve more risk than securities backed by the U.S. government’s full faith and credit. Non-Agency MBS, whether or not such obligations are subject to guarantees by the private issuer, may entail greater risk than Agency MBS.
- Commercial Mortgage-Backed Securities Risk – Commercial Mortgage-Backed Securities (“CMBS”) include securities that reflect an interest in, and are secured by, mortgage loans on commercial real property. Many of the risks of investing in CMBS reflect the risks of investing in the real estate securing the underlying mortgage loans.
- Asset-Backed Securities Risk – Payment of interest and repayment of principal may be impacted by the cash flows generated by the assets backing asset backed securities. The value of asset-backed securities may also be affected by changes in interest rates, the availability of information concerning the interests in and structure of the pools of purchase contracts, financing leases or sales agreements that are represented by these securities, the creditworthiness of the servicing agent for the pool, the originator of the loans or receivables, or the entities that provide any supporting letters of credit, surety bonds, or other credit enhancements.
- Credit Risk – The value of an investment may change in response to changes in the credit quality or credit ratings of the securities in the portfolio. Generally, investment risk and price volatility increase as a security’s credit quality or rating declines.
- Prepayment Risk – Prepayment risk is the risk that the ability of an issuer of a debt security to repay principal prior to a security’s maturity can cause greater price volatility if interest rates change. Such prepayments often occur during periods of declining interest rates, and may cause a portfolio to reinvest its assets in lower yielding securities.

#### **Item 9. Disciplinary Information**

The Firm has no disciplinary events to disclose.

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

The Firm has several affiliated business that are involved in a variety of financial activities. A description of each is provided below.

### Semper Management Holdings, LLC

As discussed above, the Firm's affiliate, Semper Management Holdings, LLC owns and manages all of the general partner entities for the Funds. In addition, the Firm's President and Chief Operating Officer, Gregory W. Ellis, is a Director of each of the Cayman feeder funds offered by the Firm.

### Registered Mutual Funds

As described above, the Firm is the investment adviser to the Semper Short Duration Fund (a series of the Forum Funds) and the Semper MBS Total Return Fund (a series of the Advisors Series Trust) (each a "Mutual Fund" and collectively the "Mutual Funds"). The Mutual Funds are open end management investment companies registered with the SEC under the Investment Company Act of 1940, as amended. To the extent the Firm invests its clients in the Semper Short Duration Fund or the Semper US RMBS Total Return Fund, any fees paid to the Mutual fund will be offset from the respective client's Management Fee.

### Affiliated Broker-Dealer

On August 1, 2013, the Firm's Chief Executive Officer, Gregory Parsons, who is also an owner of the Firm, acquired CAVU Securities, LLC (formerly known as Point Capital Management, LLC; FINRA CRD #6906; the "Broker-Dealer"), a FINRA registered broker-dealer. Mr. Parsons and Stephen J. Burke, a Managing Director of the Firm, are registered representatives of the Broker-Dealer. Neither Mr. Parsons nor Mr. Burke receives commissions for sales of investment products by the Broker-Dealer.

The Firm maintains a third party marketing agreement with the Broker-Dealer to distribute certain Funds advised by the Firm; however, the Broker-Dealer is not an approved broker/dealer for client account trading and the Firm does not trade through the Broker-Dealer. The Broker-Dealer is not co-located with the Firm. The Broker-Dealer maintains a separate supervisory structure. The Firm therefore does not believe that Mr. Parsons' acquisition of, or his activities on behalf of, the Broker-Dealer create any actual or potential conflicts of interest for the Firm.

### CPO /CTA Registration

The Firm registered as a “Swap Firm”, a Commodity Pool Operator (a “CPO”) and a Commodity Trading Advisor (a “CTA”) in July of 2013, and several members of the Firm’s management team were registered as “Swap Associated Persons” and “Associated Persons” of the Firm. In April of 2014, the Firm withdrew its registration as a CTA in reliance on § 4m(1) of the Commodity Exchange Act (the “CEA”), which provides an exemption from registration for entities that do not provide commodity trading advice to more than 15 persons and that do not hold themselves out generally to the public as a CTA. Currently, all of the pooled investment vehicles advised and operated by the Firm are exempt from CPO registration under CFTC Regulation 4.13(a)(3) (which provides an exemption for privately offered funds if the fund engages in limited trading of commodity interests and restrictions participation to sophisticated persons) or CFTC Regulation 4.5 (which provides a similar exemption for investment companies registered under the Investment Company Act ).

In addition, because certain books and records are maintained by the administrator(s) for the pooled investment vehicles advised by the Firm, the Firm has filed a notice of exemption under CTFC Regulation 4.23 from the requirement that the Firm, as a registered CPO, maintain certain books and records at the Firm’s main business office.

### Related Persons

In August of 2013, the Firm’s Chief Executive Officer, Gregory Allen Parsons, joined the Board of Directors of Spouting Rock Financial Partners, LLC, a financial services firm located in Radnor, Pennsylvania. Spouting Rock Financial Partners includes Spouting Rock Wealth Advisors, LLC, a registered investment adviser, and Spouting Rock Capital Advisors, LLC, a FINRA-registered broker-dealer. The Firm does not, however, believe that Mr. Parsons’ participation on the Board of Spouting Rock creates an actual or potential conflict of interest for the Firm as the Firm does not do business with Spouting Rock or any of its affiliates. Furthermore, Spouting Rock is not an approved broker-dealer for client trades and the Firm does not trade through Spouting Rock Capital Advisors.

Although certain affiliates controlled by the Firm serve as general partners of private investment vehicles advised by the Firm, and certain officers of the Firm serve as Directors of one or more private investment vehicles advised by the Firm, none of those affiliates or individuals receives any compensation from the relevant private investment vehicle(s) and therefore these relationships do not create any material conflict of interest with the Firm’s clients.

As mentioned above, the Firm is the investment adviser for the Semper Short Duration Fund (a registered mutual fund which is a series of the Forum Funds) and for the Semper MBS Total Return Fund (a registered mutual fund which is a series of the Advisors Series Trust).

### Recommendation of Other Advisors

The Firm does not recommend or select other investment advisers for its clients.

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

##### Code of Ethics

The Firm has adopted a Code of Ethics for all supervised persons of the Firm pursuant to SEC Rule 204A-1. The Code of Ethics describes the Firm's standard of business conduct and fiduciary duty to its clients. The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the employees of the Firm will not interfere with (i) making decisions in the best interest of advisory clients; and (ii) implementing such decisions while allowing employees to invest for their own accounts. All employees of the Firm must acknowledge the terms of the Code of Ethics annually and whenever it is amended.

The Code of Ethics covers many areas, including the Firm's expectations regarding appropriate business conduct, confidentiality of client information, prohibition on insider trading, procedures to follow regarding grants, gifts and business entertainment, personal securities trading procedures, and procedures for charitable and political contributions.

The Firm's clients or prospective clients may request a copy of the Firm's Code of Ethics by contacting Thomas Mandel, Senior Managing Director, by telephone at 212-612-9129 or (212) 612-9000 or by e-mail at [tmandel@sempercap.com](mailto:tmandel@sempercap.com).

##### Participation or Interest in Client Transactions

The Firm's related persons are prohibited from purchasing securities, funds or portfolios held by, or recommended to, clients (as well as related securities, *e.g.*, warrants, options or futures) (collectively, "restricted securities"). Where a related person already holds a position in a restricted security, the Firm may, in appropriate circumstances and consistent with clients' investment objectives, cause accounts over which it has management authority to effect, and may recommend to advisory clients or prospective clients, the purchase or sale of such security.

In order to manage any potential conflicts of interest, however, related persons may only sell existing positions in securities that are not currently held in any client account, have not been held in any client account within the past 30 days and with pre-clearance from the Firm's Chief Compliance officer, Chief Executive Officer or President/Chief Operating Officer. The Firm's Chief Compliance Office also monitors the Firm's trade blotters to ensure that no client account acquires any security recently sold by a related person.

In addition, the Firm acts as an investment adviser to investment companies that it may recommend to clients. Such transactions may create a potential conflict of interest for the Firm in that the Firm may have an incentive to recommend a fund for which it serves as investment adviser as an investment to its

clients because it, or its affiliate, receives management fees and incentive allocations in connection therewith. The Firm seeks to manage this conflict by determining whether the investment is appropriate for the client and by not charging fees at both levels when such an investment occurs.

#### Personal Trading

Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between Firm client portfolios and employees. In addition, the Firm's Chief Compliance officer, Chief Executive Officer or President/Chief Operating Officer may restrict trading in appropriate circumstances. As noted above, in order to avert any potential conflict of interest, related persons are prohibited from purchasing "restricted securities", *i.e.*, securities held in client accounts, restricted categories of securities (*e.g.*, MBS, CMBS and ABS) and all securities in "restricted industries" (*e.g.*, issuers in the asset management and mortgage investment industries and Real Estate Investment Trusts or REITs).

Employees are required to pre-clear trades in securities on the Schwab Compliance Technologies Compliance11 system, a comprehensive compliance and employee trade monitoring system, and must also disclose their holdings in all brokerage accounts quarterly on the Compliance11 system.

#### **Item 12. Brokerage Practices**

For each trade where it exercises investment discretion, the Firm seeks "best execution", which is a combination of price and execution, as well as other factors.

#### Selection of Broker-Dealers

In selecting brokers to effect securities transactions for clients, the Firm considers such factors as price, the ability of the brokers to effect the transactions and the brokers' facilities, reliability and financial responsibility. The Firm will generally, in selecting brokers and dealers to effect transactions on behalf of its clients, seek to obtain the best execution for the transactions, taking into account factors such as price, size of order, difficulty of execution and operational facilities of a brokerage firm and the brokerage firm's risk in positioning a block of securities.

The Firm does not trade through affiliated broker-dealers.

#### Research and Other Soft Dollar Benefits

The Firm does not currently participate in Soft Dollar programs nor does it consider, in selecting or recommending broker-dealers, whether the Firm or a related person received client referrals from the broker. If the Firm were to engage in Soft Dollar transactions in the future, the Firm would adopt appropriate policies and procedures.



### Brokerage for Client Referrals

The Firm does not consider, in selecting or recommending broker-dealers, whether the Firm or a related person received client referrals from the broker.

### Directed Brokerage

If a client asks for a broker recommendation, the Firm will suggest more than one broker, describing each broker's reputation for execution, products, services, and research and price competitiveness.

### Order Aggregation; Cross Trades

In carrying out its fiduciary responsibilities for appropriate trade allocation for each client account, the Firm may, but is not required to, aggregate the purchase or sale of securities that are appropriate for more than one account. To the extent that the Firm has the opportunity to aggregate trades but does not do so, clients may pay higher brokerage costs.

Trade allocation for aggregated trades is based on account guidelines, requirements to fulfill an account's investment guidelines, cash available, and securities available in the market. The Firm has established trade allocation procedures designed and implemented to ensure that all client accounts are treated fairly and equitably to prevent and manage conflicts of interest from influencing the allocation of limited investment opportunities that suit more than one account among client accounts.

Certain institutional advisory accounts may trade in the same securities with other institutional advisory accounts on an aggregated basis when consistent with the accounts' investment guidelines.

From time to time, the Firm may direct a client account to purchase securities or other instruments from or sell securities or other instruments to other client accounts (including investment funds and/or other accounts managed by the Firm) ("cross trades") in order to meet client account investment guidelines and objectives. However, it is the Firm's policy not to effect cross trades between any client account and the Firm's principals, employees or non-investment fund affiliates ("principal trades"). Neither the Firm, nor any of its principals, employees or affiliates, will take any commissions or otherwise be compensated for effecting any such cross trades.

## **Item 13. Review of Accounts**

### Periodic Review of Client Accounts

All client accounts are reviewed regularly by the Firm's Chief Investment Officer and Risk Management Committee. This review is based on each account's guidelines, objectives, investment strategy and other relevant factors. All accounts are also reviewed with clients at least annually.

## Reports to Clients

The Firm provides periodic written reports to SMA clients and Fund investors; written reports detail performance, holdings and information about market activity.

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

The Firm and its related persons do not have arrangements, either oral or in writing, that would allow the Firm to be paid cash or receive any economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients.

No party provides economic benefits (such as sales awards or other prizes) to the Firm for providing investment advice or other advisory services to the Firm's clients.

From time to time, the Firm may maintain a solicitor's agreement arrangement with certain individuals who are not Firm supervised persons for introductions to institutional clients for investment advisory services. Where required, such solicitation arrangements will comply with Advisers Act Rule 206(4)-3 and such arrangements will be appropriately implemented and disclosed.

The Firm maintains third party marketing agreements with third party marketers (including its affiliate, CAVU Securities, LLC) for the purposes of introduction and referral of the Firm's pooled investment vehicle products to suitable investors.

### **Item 15. Custody**

The Firm does not maintain actual custody of any SMA client or Fund account assets. However, under the SEC's "Custody Rule" (Rule 206(4)-2 under the Advisers Act), the Firm is deemed to have "custody" where funds and securities are held directly or indirectly by a "related person" of the Firm. The Firm is therefore deemed to have custody over the assets of the Funds advised by it because an affiliate of the Firm serves as the general partner or as a director of the Fund. Investors in the Funds receive audited financial statements for the Fund prepared by an independent auditor in accordance with U.S. generally accepted accounting principles within 120 days of the Fund's fiscal year end. In addition, each SMA client receives statements from the independent broker-dealer, bank or other qualified custodian that holds and maintains the SMA clients' investment assets.

### **Item 16. Investment Discretion**

The Firm usually receives discretionary authority from a client at the outset of an advisory relationship as part of the investment advisory or investment management agreement entered into between the Firm and the client. This discretionary authority allows the Firm to select the identity and amount of securities to be bought or sold for the client's account. In all cases, however, the Firm exercises such

discretion in a manner consistent with the stated investment objectives and guidelines for each client account.

The Firm observes the investment guidelines, policies, limitations and restrictions of the clients it advises when selecting securities and determining amounts to be bought or sold for the client's account. As an advisor for registered investment companies and for a real estate investment trust, the Firm's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

At account inception, investment guidelines and restrictions are established and recorded in the investment advisory agreement between the Firm and the client.

#### **Item 17. Voting Client Securities**

The Firm specializes in fixed income securities and does not receive proxies for securities held in client accounts. Should this change in the future, the Firm will establish proxy voting procedures.

#### **Item 18. Financial Information**

The Firm does not receive, require or solicit prepayment of any fees from its clients in advance.

There is no financial condition that is likely to impair the Firm's ability to meet its contractual and fiduciary commitments to clients.

The Firm has not been the subject of a bankruptcy proceeding.

Requests for financial information should be directed to Gregory W. Ellis, the Firm's President and Chief Operating Officer. Mr. Ellis can be reached by telephone at 212-612-9191 or (212) 612-9000 or by e-mail at [gellis@sempercap.com](mailto:gellis@sempercap.com).

**ADV Part 2B – Brochure Supplement accompanies this document**



## Semper Capital Management, L.P.

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(212) 612-9000  
[info@sempercap.com](mailto:info@sempercap.com)  
[www.sempercap.com](http://www.sempercap.com)

### FORM ADV, PART 2B – BROCHURE SUPPLEMENT

This brochure supplement provides information about Jerald P. Menozzi, Boris Peresechensky, Vesta Marks and Thomas B. Mandel that supplements the Semper Capital Management, L.P. Brochure. You should have received a copy of Semper Capital Management, L.P.'s Brochure. Please contact Thomas Mandel by telephone at (212) 612-9129 or (212) 612-9000 or by e-mail at [tmandel@sempercap.com](mailto:tmandel@sempercap.com) if you did not receive Semper Capital Management, L.P.'s Brochure or if you have any questions about the contents of this Supplement.

Additional information about Jerald P. Menozzi, Boris Peresechensky, Vesta Marks and Thomas B. Mandel is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Jerald P. Menozzi, Boris Peresechensky and Vesta Marks are located in the Firm's Orlando office, located at 111 North Magnolia Avenue, Suite 1015, Orlando, FL 32801; telephone (407) 447-4900. Thomas B. Mandel is located in the Firm's New York office (see above) and its Philadelphia office, located at 604 East Baltimore Pike, Media, Pennsylvania 19063; telephone (212) 617-9129.

November 24, 2014

**JERALD P. MENOZZI, Jr., CFA**  
**CHIEF INVESTMENT OFFICER**

**Professional Designation:** Chartered Financial Analyst (CFA)<sup>(1)</sup>

**Year of Birth:** 1962

**Educational Background:**

United States Air Force Academy (No degree)  
Massachusetts Institute of Technology – *BS in Electrical Engineering*  
Florida Institute of Technology – *MBA in Business Administration*  
Chartered Financial Analyst Institute – *CFA*

**Business Experience:**

Semper Capital Management, L.P. <i>Chief Investment Officer &amp; Portfolio Manager</i>	12/1999 – Present
APAM Core Fixed Income, L.L.C. <i>Managing Director/Institutional Money Manager</i>	02/1999 – 11/1999
Atlantic Portfolio Analytics & Management, Inc. <i>Portfolio Manager/Institutional Money Manager</i>	08/1987 – 02/1999

**Other Business Activities:** None

**Disciplinary Information:** None

**Additional Compensation:** Not applicable

**Supervision:** Mr. Menozzi is supervised by Gregory W. Ellis. Mr. Ellis can be reached by telephone at 212-612-9191 or (212) 612-9000 or by e-mail at [gellis@sempercap.com](mailto:gellis@sempercap.com).

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<sup>(1)</sup> The Chartered Financial Analyst (CFA) Program is a professional credential offered by the CFA Institute (formerly the Association for Investment Management and Research, or AIMR) to investment and financial professionals. To become a Chartered Financial Analyst, a candidate must, among other things, satisfy the following requirements: (i) pass all three levels of the CFA exam in succession; (ii) have four years (48 months) of qualified work experience (or a combination of education and work experience acceptable by the CFA Institute); (iii) become a member of the CFA Institute and apply for membership to a local CFA member society; and (iv) adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct. The CFA Institute holds the investment community to the highest standards of integrity, ethics, and professional excellence. The CFA Program takes an average of four years for candidates to complete.

**THOMAS B. MANDEL, CFA**  
**SENIOR MANAGING DIRECTOR; PORTFOLIO MANAGER**

**Professional Designation:** Financial Analyst (CFA)<sup>(2)</sup> .

**Year of Birth:** 1959

**Educational Background:**

Wharton School of Finance – *MBA – Finance*  
University of Pennsylvania – *BS – Economics*  
Chartered Financial Analyst Institute – *CFA*

**Business Experience:**

Semper Capital Management, L.P.	1992 – Present
<i>Senior Managing Director, Portfolio Manager, Former Chief Investment Officer</i>	
1838 Investment Advisors	07/1989 – 12/1991
<i>Portfolio Manager</i>	
Century Institutional Advisors	07/1986 – 07/1989
<i>Portfolio Manager</i>	
Chase Investor Management Corp.	4/1984 – 7/1986
<i>Portfolio Manager</i>	

**Other Business Activities:** None

**Disciplinary Information:** None

**Additional Compensation:** Not applicable

**Supervision:** Mr. Mandel is supervised by Gregory W. Ellis. Mr. Ellis can be reached by telephone at 212-612-9191 or (212) 612-9000 or by e-mail at [gellis@sempercap.com](mailto:gellis@sempercap.com)

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**VESTA MARKS, CFA**  
**PORTFOLIO MANAGER**

**Professional Designation:** Chartered Financial Analyst (CFA)<sup>(3)</sup> .

**Year of Birth:** 1978

**Educational Background:**

Massachusetts Institute of Technology – *BS in Mathematics*  
Chartered Financial Analyst Institute – *CFA*

**Business Experience:**

Semper Capital Management, L.P. <i>Portfolio Manager</i>	03/2007 - Present
Earnest Partners LLC <i>Analyst</i>	06/2006 – 03/2007
Independent Banker's Bank of FL <i>Analyst</i>	05/2005 – 06/2006
Semper Capital Management, L.P. <i>Analyst</i>	01/2003 – 05/2005

**Other Business Activities:** None

**Disciplinary Information:** None

**Additional Compensation:** Not applicable

**Supervision:** Mr. Marks is supervised by Jerald Menozzi, Chief Investment Officer. Mr. Menozzi can be reached at 407-447-4907 or [jmenozzi@sempercap.com](mailto:jmenozzi@sempercap.com).

<sup>(3)</sup>

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**BORIS PERESECHENSKY, CFA**  
**PORTFOLIO MANAGER**

**Professional Designation:** Chartered Financial Analyst (CFA)<sup>(4)</sup> .

**Year of Birth:** 1977

**Educational Background:**

Columbia University – *BA in Economics - Operations Research*  
Chartered Financial Analyst Institute – *CFA*

**Business Experience:**

Semper Capital Management, L.P. <i>Portfolio Manager</i>	09/2005 - Present
Bayview Financial Trading Group <i>Risk Manager</i>	05/2003 – 09/2005
HSBC Securities <i>Risk Analyst</i>	06/2001 – 05/2003
Lazard Asset Management <i>Junior Portfolio Manager</i>	07/1999 – 04/2001

**Other Business Activities:** None

**Disciplinary Information:** None

**Additional Compensation:** Not applicable

**Supervision:** Mr. Peresechensky is supervised by Jerald Menozzi, Chief Investment Officer. Mr. Menozzi can be reached at 407-447-4907 or [jmenozzi@sempercap.com](mailto:jmenozzi@sempercap.com).

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<sup>(4)</sup>

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