



## 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).

August 1, 2015

## Item 2. Material Changes

The following material changes have occurred since the annual update of the Firm's Brochure on March 25, 2014:

- Vesta Marks, a member of the Firm's investment team, resigned from the Firm on December 31, 2014.
- 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.
- The Semper Short Duration Fund, launched as a registered mutual fund in December of 2010 as a series of the Forum Funds, transitioned to the Advisors Series Trust platform in April of 2014.
- The Firm's only non-discretionary client account was closed on July 31, 2015. The AUM in the account as of July 31, 2015 accounted for approximately 37% of the Firm's total AUM as of such date; however, due to the non-discretionary nature of the account, the management fees were not a significant contributor to the Firm's annual revenues.
- On August 1, 2015, Zachary T. Cooper joined the Firm as Deputy Chief Investment Officer. Information about Mr. Cooper's educational background and business experience are provided in the Brochure Supplement attached hereto.
- Also on August 1, 2015, the Firm became the sub-advisor to a segregated portfolio advised by ClearVest, LLC (the "Semper Rising Rates Strategy") that had previously been sub-advised by Treesdale Partners, LLC ("Treesdale"). The Semper Rising Rates Strategy utilizes a "rising rates" investment strategy designed to find and exploit investments that, when considered as a whole, will profit in an environment of rising United States interest rates. As of August 1, 2015, the total assets managed under the Semper Rising Rates Strategy were approximately \$14MM. Additional information about the Semper Rising Rates Strategy is provided in Item 5 (*Fees and Compensation – Semper Rising Rates Strategy*) and in Item 8 (*Methods of Analysis, Investment Strategies and Risks of Loss – Semper Rising Rates Strategy*).
- In January of 2015, the Firm's Chief Executive Officer, Gregory Allen Parsons, joined the Advisory Board of ZT Wealth, a financial services firm located in Pearland, Texas. See Item 10 (*Other Financial Industry Activities and Affiliations – Related Persons*) below.

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. (“Semper” or the “Firm”) is a Delaware limited partnership that has been in business as an SEC registered investment adviser since 1992. Semper’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.

##### Types of Investment Services Offered

The Firm is an independent investment management firm specializing in residential and commercial mortgage-backed securities. Semper offers institutional and high net worth investors access to multiple mortgage-centric investment platforms, ranging from private absolute return to public index-based strategies.

- Investment Funds – The Firm provides discretionary investment advisory services to privately offered onshore and offshore pooled investment vehicles (“Private Funds”) and to publicly traded mutual funds (“Mutual Funds”; the Private Funds and the Mutual Funds are collectively referred to herein as the “Funds” and individually as a “Fund”). The Firm’s affiliate, Semper Management Holdings, LLC, is the owner of the general partner of each onshore Private Fund, and the Firm’s President and Chief Operating Officer, Greg Ellis, is a Director of each offshore Private Fund. The investment objectives and guidelines for each Fund are set forth in the investment advisory agreement between the Fund and the Firm and are described in the Fund’s offering documents.
- 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 are tailored to the client’s specific investment objectives and guidelines, developed in consultation with the client, and are set forth in the investment advisory agreement between the Firm and the SMA client. An SMA client may impose restrictions on investing in certain securities or types of securities. SMA advisory services may be similar to investment advisory services provided to the Funds.

As used herein, the term “client” refers to the Funds and SMAs advised by the Firm.

### Client Assets Managed by the Firm

As of December 31, 2014, the Firm had \$1,247,886,958 in client (regulatory) assets under management (AUM). Of this amount, \$722,273,194 was managed on a discretionary basis and \$525,613,763 was managed on a non-discretionary basis.

As of August 1, 2015, the Firm had \$902,227,792 in client (regulatory) assets under management (AUM), all of which is managed on a discretionary basis. A large portion of the decrease in the AUM from December 31, 2013 to August 1, 2015 was due to the closing of the Firm's only non-discretionary account on July 31, 2015; AUM in this account constituted approximately 37% of the Firm's total AUM on such date. This decrease was offset, in part, by an increase in discretionary AUM during this period.

## **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 AUM (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 officers, directors or employees ("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.

### Investment Fund Fees

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

#### *Semper MIDAS Fund, L.P. (“Semper MIDAS Fund”)*

- 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 MBS Total Return Fund (“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 limit Total Annual Fund Operating Expenses of Institutional Shares and Investor (Retail) Shares to 0.75% and 1.00% of average daily net assets, respectively, through March 29, 2017. See the Total Return Fund Prospectus for additional information.
- Incentive Fee: None

#### *Semper US RMBS Opportunity REIT, Inc. (“REIT”)*

- 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 Active MBS Fund, L.P. ("Active MBS Fund")

- Management Fee: Only Class B and Class C Interests are currently available to new investors. The management fee for Class B Partners is 0.35% per annum and the management fee for Class C Partners is 0.10% per annum.
- Incentive Allocation (for Class C Partners only): 10% 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 Active MBS Fund Private Placement Memorandum.

Semper Short Duration Fund ("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% of average daily net assets, respectively, through March 29, 2017. See the Short Duration Fund Prospectus for additional information.
- Incentive Fee: None

In addition to the Management Fee and the other fees described above, each Fund generally also pays expenses related to its organization and offering, its own operating and administrative expenses, structuring fees, distribution fees, rating agency fees, accounting and audit fees, legal fees, insurance, printing and mailing expenses, filing fees, interest on indebtedness and extraordinary expenses.

Semper Rising Rates Strategy ("Rising Rates Strategy")

- Management Fee: The Management Fee for the Semper Rising Rates Strategy is 1.5% per annum of Net Asset Value of AUMs.
- Performance Fee: The Performance Fee for the Semper Risk Rates Strategy is 15% per annum of the excess, if any, above a five percent (5%) hurdle rate of the Net Capital Appreciation over any Accumulated Net Capital Depreciation.

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.

## **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 a client account (a “Performance Fee”) for some SMAs and Private Fund accounts. Performance Fees are negotiated with an SMA client at the inception of the account; Performance Fees for a Private Fund 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 relevant Private 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 under the Advisers Act. Unrealized capital gains and losses may be included in measuring a client’s assets for the calculation of Performance Fees.

In the case of the REIT, any Performance Fee would be payable to the Firm only upon liquidation of the REIT and then only after 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.

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.

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 treat all client accounts 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 through Separately Managed Accounts and pooled investment vehicles (*i.e.*, the Private Funds and the Mutual Funds).



### Investment Funds

As indicated above, the Firm is the investment adviser for the Funds. Investors in the Semper MIDAS Fund and the REIT are generally limited to persons who are “accredited investors” under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”). Investors in the Semper MIDAS Fund are also limited to “qualified eligible persons” under Rule 4.7 under the Commodity Exchange Act, as amended (the “CEA”).

Investors in the Semper Active MBS Fund are limited to “qualified clients” under the Advisers Act, or “qualified purchasers” under the Investment Company Act of 1940, as amended (the “Investment Company Act”).

Private Fund investors 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.

The Total Return Fund and the Short Duration Fund are publicly traded and available for investment by all investors.

### Separately Managed Accounts

The Firm provides individualized account services to institutional clients, pension plans and other entities. The minimum portfolio value eligible for individualized account services would be negotiated with the client, depending on the strategy and investment guidelines established by the client and the type of services to be provided by the Firm.

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

### Methods of Analysis and Investment Strategies

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, 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 securitized debt and other fixed income sectors based on the Firm's expectation for out-performance or relative under-performance of fixed income sectors, generally consisting of MBS, CMBS, ABS, Treasuries, and Government Agencies. Equally important in the Firm's process is the management and control of risk.
- Risk Management: Risk management is a critical component of the Firm's investment process, consisting of both "top down" risk management activities of the Firm's Risk Management Committee and comprehensive ongoing quantitative processes evaluating and monitoring security, portfolio, and strategy compliance and risk metrics.

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 and sub-sector allocation decisions are based on fundamental "top-down" analysis. The Firm's MBS security selection investment process 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.

Additionally, as stated above, the investment objective and strategy for each SMA are developed by the Firm in consultation with the SMA client.

While a comprehensive description of each Fund, including the Fund's investment objective and investment strategies and minimum investment size (which is subject to the Fund's discretion to waive investment minimums for particular investors or classes of investors) are set forth in the respective Fund's offering documents, a brief description of the investment strategies offered by the Firm is set forth below:

- Semper MIDAS Fund – The Semper MIDAS Fund is a private, commingled fund that seeks to exploit opportunities across mortgage-backed securities markets with the objectives of maximizing risk-adjusted total return, preserving capital and maintaining adequate liquidity. The Semper MIDAS Fund invests primarily in non-agency residential and commercial mortgage-backed securities (RMBS or CMBS) and other asset-backed securities (ABS) across the capital structure and credit quality spectra. The Semper MIDAS Fund has an absolute return mandate, and employs hedging strategies to manage interest rate, credit spread, systematic and other risks and may utilize modest leverage.

- Semper MBS Total Return Strategy – Semper’s MBS Total Return Strategy is an actively managed strategy that seeks to provide a high level of risk-adjusted current income and capital appreciation. The strategy’s objectives are to outperform published MBS indices and deliver absolute return while applying prudent risk management to maintain acceptable volatility and adequate liquidity. The Semper MBS Total Return Strategy invests primarily in mortgage-backed securities (MBS), including non-agency and agency RMBS and CMBS. Semper’s MBS Total Return Strategy is available for investment in the Semper MBS Total Return Fund (a publicly traded mutual fund) or as a separately managed account.
- Semper US RMBS Opportunity REIT, Inc. – The Semper REIT is a private, non-traded REIT positioned to capture opportunities in non-agency RMBS and, to a lesser extent CMBS and ABS. The REIT’s focus on investing in securities that offer greater liquidity and diversification as well as less interest-rate sensitivity renders it materially different than “traditional” REIT offerings available in the marketplace, which are generally concentrated in specific rental real estate property types or agency MBS.
- Semper Active Mortgage-Backed Securities Strategy – Semper’s Active Mortgage-Backed Securities Strategy seeks to maximize excess return relative to a published or custom mortgage benchmark index while applying prudent risk management to maintain acceptable volatility, tracking error and adequate liquidity. The strategy invests in agency and non-agency RMBS, CMBS and ABS. The strategy is available for investment in the Semper Active MBS Fund (a private, commingled fund) or as a separately managed account.
- Semper Short Duration Strategy – Semper’s short duration strategy provides actively managed customized portfolios of short duration fixed income securities. The Semper short duration strategy invests primarily in US dollar-denominated debt instruments of domestic entities, including agency and non-agency RMBS, ABS, US Treasury and agency securities, mortgage-backed municipal securities, and money market instruments and expects to maintain a weighted average portfolio duration of up to three (3) years. This strategy seeks to maximize excess return relative to high-quality short duration bond indices while applying prudent risk management to maintain acceptable volatility and adequate liquidity. The Firm may sell securities short with respect to 25% of total assets held in an account being managed in accordance with the short duration strategy. The Firm primarily sells securities short to manage interest rate and/or yield spread risk associated with long positions, not for speculative purposes. The Semper short duration strategy is available for investment in the Semper Short Duration Fund (a publicly traded mutual fund) or as a separately managed account.
- Semper Rising Rates Strategy – Semper is the investment adviser for the Rising Rates Strategy, which is managed on the Clearvest platform. This strategy is implemented utilizing primarily mortgage derivatives.

### Risk of Loss

While Semper 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.

Below is a description of several of the principal risks applicable to client investment portfolios:

### Hedge Fund Strategies

Hedge fund strategies 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 Private Funds are operated as hedge funds; in addition, an SMA client can specify investment objectives and guidelines that include a hedge fund strategy.

The principal risks of hedge fund strategies 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 the Private Funds 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.
- Hedge fund strategies that use leverage allow the Firm to borrow money on behalf of the client and to invest the proceeds thereof for the client's portfolio. While the use of leverage may increase potential gains, client accounts are also subject to greater risk of loss in the event that the securities purchased with borrowed money decline in value.
- 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 strategy fees and expenses may offset a client account's profits.

## Mortgage-Backed Securities

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 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 – MBS 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

The Firm's affiliate, Semper Management Holdings, LLC owns and manages all of the general partner entities for the Private Funds. Semper Management Holdings does not, however, receive any compensation from the Private Funds and the Firm therefore does not believe that these relationships create any material conflict of interest with the Firm's clients.

##### Mutual Funds

As described above, the Firm is the investment adviser to the Semper MBS Total Return Fund and the Semper Short Duration Fund, each a series of the Advisors Series Trust, which are open-end investment companies registered with the SEC under the Investment Company Act of 1940, as amended.

##### Affiliated Broker-Dealer

The Firm's Chief Executive Officer, Gregory Parsons (who is also an owner of the Firm) is the owner of CAVU Securities, LLC (the "Broker-Dealer"), a FINRA registered broker-dealer (FINRA CRD #6906). Although Mr. Parsons is a registered representative of the Broker-Dealer for supervisory and regulatory purposes, he does not receive 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 and 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.

### Inter-affiliate Transactions

On May 28, 2014, the Semper MIDAS Fund, L.P. ("MIDAS") entered into a Master Repurchase Agreement (the "MRA") with its affiliate, Semper U.S. RMBS Opportunity REIT, Inc. ("REIT"). The MRA allows the REIT to leverage its portfolio of RMBS, CMBS, ABS and other securities in repurchase transactions ("repos") on effectively the same terms available to MIDAS from independent third party financial institutions. The Firm may also, from time to time, arrange for other inter-affiliate credit transactions between Client accounts in order to, for example, finance the borrowing affiliate's investment strategies (*e.g.*, to purchase securities or to repay margin).

Inter-affiliate credit transactions present potential or actual conflicts of interest between Client accounts and/or between Client accounts and the Firm because the Firm is generally solely responsible for: (a) directing the lender Client account(s) to enter into the inter-affiliate credit transaction; (b) determining the terms of an inter-affiliate credit transaction; and (c) determining when and whether the borrower Client account(s) repay obligations in respect of inter-affiliate credit transactions.

In the case of the MRA, MIDAS and the REIT are affiliates of each other (by virtue of being under common control by the Firm and its affiliates) and the Firm is the Investment Adviser for both Client accounts. Therefore, even though the REIT's independent director approved the terms of the MRA, inherent conflicts of interest exist in respect of the MRA and any transactions thereunder for the Firm and for the REIT's two non-independent directors, Gregory A. Parsons and Thomas B. Mandel, the Firm's Chief Executive Officer and Senior Managing Director, respectively.

To mitigate these conflicts of interest, it is the Firm's policy that any inter-affiliate credit transactions will be properly documented, adequately disclosed and executed on terms that are objectively fair and commercially reasonable to all relevant Client accounts. To the extent that any Client account that engages in an inter-affiliate credit transaction has an independent or disinterested fiduciary or decision maker, the Firm will obtain the consent of such fiduciary or decision maker to the terms of the inter-affiliate credit transaction. Furthermore, the terms of any inter-affiliate credit transaction must be reviewed and approved by the Firm's CCO to ensure that the above criteria are satisfied.

In the case of the MRA, the REIT's independent director approved the terms of the MRA. Furthermore, the Firm believes that the MRA provides objectively reasonable commercial terms for repo transactions between MIDAS and the REIT, and does not create significant incremental risk to MIDAS, because MIDAS effectively passes through to the REIT the same terms and conditions (including unwind triggers) that it receives from independent third party repo providers. MIDAS charges the REIT an incremental interest charge (in addition to the interest rate charged by the third-party repo provider), which is generally 0.5%; however, the amount of the incremental interest charge is subject to market conditions and to the Firm's discretion. The Firm believes the incremental interest charges paid to MIDAS by the REIT fairly compensate MIDAS for the incremental risk assumed by MIDAS in these repo transactions.

### CPO/CTA Registration

The Firm is registered as a “Swap Firm” and as a Commodity Pool Operator (a “CPO”) with the U.S. Commodity Futures Trading Commission (“CFTC”). Currently, all of the Funds advised 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 CFTC Regulation 4.23(c) 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, do business with Spouting Rock or any of its affiliates; Spouting Rock is not an approved broker-dealer for client trades and the Firm does not trade through Spouting Rock Capital Advisors. The Firm therefore does not believe that Mr. Parsons’ participation on the Board of Spouting Rock creates an actual or potential conflict of interest for the Firm.

In January of 2015, Mr. Parsons joined the Advisory Board of ZT Wealth, a global financial services firm with its headquarters located in Pearland, Texas. ZT Wealth specializes in investment and asset management and private equity services, and includes an investment advisory firm, ZT Wealth Investment Advisory LLC. Although ZT Wealth affiliates may invest in Semper’s publicly traded mutual funds, Semper does not otherwise do business with ZT Wealth or any of its affiliates. The Firm therefore does not believe that Mr. Parsons’ participation on the Advisory Board of ZT Wealth creates an actual or potential conflict of interest for the Firm.

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.

### 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 of its Supervised Persons 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 Supervised 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 Supervised 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, Supervised 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 7 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 Officer also monitors the Firm's trade blotters to ensure that no client account acquires any security recently sold by a Supervised Person within the following 7 days.

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, Supervised 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™ System (formerly known as the Compliance11 System), a comprehensive compliance and employee trade monitoring system, and must also disclose their holdings in all brokerage accounts quarterly on the Schwab Compliance Technologies™ 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 Supervised 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 Supervised 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. All cross trades will be effected at the market price as determined in good faith by the Firm. Moreover, 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 separately managed 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 Supervised 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 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.

FORM ADV, PART 2B – BROCHURE SUPPLEMENT FOR:

Gregory Parsons  
Gregory Ellis  
Jerald (Jay) Menozzi  
Zachary T. Cooper  
Thomas Mandel  
Boris Peresechensky  
Ilan Bensoussan

This brochure supplement provides information about Gregory Parsons, Gregory Ellis, Jerald (Jay) Menozzi, Zachary T. Cooper, Thomas Mandel, Boris Peresechensky and Ilan Bensoussan (each, a “Supervised Person”), and supplements the Semper Capital Management, L.P. (“Semper”) brochure. You should have received a copy of Semper’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’s brochure or if you have any questions about the contents of this Supplement. Additional information about the Greg Parsons, Greg Ellis, Jay Menozzi, Zachary T. Cooper, Tom Mandel, Boris Peresechensky and Ilan Bensoussan is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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August 1, 2015

***Educational Background and Business Experience***Gregory A. Parsons

Born: 1972

Education: Princeton University – BA

Business  
Background: Semper Capital Management – Chief Executive Officer; Chief Operating Officer (2008 – 2010)  
CP Capital Partners, L.P., Managing, Member  
McKinsey & Company, Associate Principal

Other  
Business  
Activities: Mr. Parsons is the Chairman and Managing Partner of CAVU Securities, LLC, a FINRA registered broker-dealer. Mr. Parsons is also a member of the Board of Directors of Spouting Rock Financial Partners, LLC, a financial services firm located in Philadelphia, Pennsylvania, and a member of the Advisory Board of ZT Wealth, an asset management firm and broker-dealer platform located in Houston, Texas.

Gregory W. Ellis

Born: 1970

Education: University of Virginia Darden School – MBA  
Saint Lawrence University – BA

Business  
Background: Semper Capital Management – President, Chief Operating Officer and Chief Financial Officer  
Alterity Group, LLC, Managing Director  
J.P. Morgan Securities, Inc. – Executive Director, M&A Advisory  
Bracebridge Capital, LLC – Analyst  
Merrill Lynch & Co, Inc. – Trader, Fixed Income Emerging Markets  
Salomon Brothers, Inc. – Sales Assistant

Jerald (Jay) P. Menozzi

Born: 1962

Education: Massachusetts Institute of Technology – BS  
Florida Institute of Technology – MBA  
Chartered Financial Analyst Institute – CFA

Business  
Background: Semper Capital Management – Chief Investment Officer  
APAM Core Fixed Income, L.L.C. – Managing Director/Institutional Money Manager  
Atlantic Portfolio Analytics & Management, Inc. – Managing Director, Portfolio Manager  
and Leveraged MBS Fund Manager

Professional  
Designation: Chartered Financial Analyst (CFA – *see below*)

Zachary T. Cooper

Born: 1972

Education: Harvard University – BA  
Chartered Financial Analyst Institute – CFA

Business  
Background: Semper Capital Management – Deputy Chief Investment Officer  
Treesdale Partners LLD – Chief Investment Officer/Portfolio Manager  
Crescendo Capital Trust – Founding Member  
The PrinceRidge Group – Managing Director, Institutional Trading and Sales  
Corbin Capital Partners – Investment Advisor (Consultant)  
Highland Financial Holdings Group – Senior Portfolio Manager, Managing Director/Principal  
Deutsche Bank Securities – Proprietary Mortgage Derivatives Trading

Professional  
Designation: Chartered Financial Analyst (CFA – *see below*)



Thomas B. Mandel

Born: 1959

Education: Wharton School of Finance – MBA  
University of Pennsylvania – BS in Economics  
Chartered Financial Analyst Institute – CFA

Business  
Background: Semper Capital Management, Co-Founder and Fixed Income Portfolio Manager;  
Chief Investment Officer (1992 – 2005)  
1838 Investment Advisors – Principal and Fixed Income Portfolio Manager  
Century Institutional Advisors – Fixed Income Portfolio Manager  
Chase Investor Management Corp. – Portfolio Manager and Credit Analyst

Professional  
Designation: Chartered Financial Analyst (CFA – *see below*)

Boris Perechensky

Born: 1977

Education: Columbia University – BA in Economics & Operations Research  
Chartered Financial Analyst Institute – CFA

Business  
Background: Semper Capital Management – Portfolio Manager  
Bayview Financial Trading Group – Risk Manager  
HSBC Securities – Market Risk Analyst  
Lazard Asset Management – Junior Portfolio Manager

Professional  
Designation: Chartered Financial Analyst (CFA – *see below*)

Ilan Bensoussan

Born: 1990

Education: Florida Atlantic University – BA in Honors Economics and Honors Mathematics;  
MS in Financial Economics

Business: Semper Capital Management, L.P. – Analyst

Background: Enterprise Bank of Florida – Investment Analyst and Assistant Portfolio Manager

***Chartered Financial Analyst (CFA) Professional Designation***

As noted above, Mr. Mandel, Mr. Menozzi, Mr. Cooper and Mr. Peresechensky hold the CFA professional designation. The 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.

***Disciplinary Information***

None of the Supervised Persons have any disciplinary events to disclose.

***Outside Business Activities***

Except as disclosed above, and other than the services that Supervised Persons provide to Semper and the client accounts advised by Semper, as disclosed in Form ADV, Part 2A, none of the Supervised Persons have any other business activities to disclose.

***Additional Compensation***

No Supervised Person has any additional compensation to disclose.

***Supervision***

Greg Parsons, Greg Ellis, Zachary Cooper and Ilan Bensoussan are located in the Firm's New York office, located at 52 Vanderbilt Avenue, Suite 401, New York, New York, 10017; telephone (212) 612-9000. Jay Menozzi and Boris Peresechensky are located in the Firm's Orlando office, located at 111 North Magnolia Avenue, Suite 1015, Orlando, FL 32801; telephone (407) 447-4900. Tom Mandel is located in the Firm's New York office (see above) and in the Firm's Philadelphia office, located at 604 East Baltimore Pike, Media, Pennsylvania 19063; telephone (212) 617-9129.

Greg Ellis is Semper's President and Chief Operating Officer and Jay Menozzi is Semper's Chief Investment Officer. Mr. Ellis and Mr. Menozzi monitor the investment advice provided to each Semper client by the Supervised Persons in order to determine that the advice is consistent with the client's investment management agreement, the client's investment objectives and strategies, and Semper's compliance policies and procedures, including Semper's Code of Ethics. You can contact Mr. Ellis at (212) 612-9191 and Mr. Menozzi at (407) 447-4907.