

# **GLC Investment Advisors, LLC**

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Form ADV, Part 2, our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 is a very important document between Clients (you, your) and GLC Investment Advisors, LLC (us, we, our). This Brochure provides information about our qualifications and business practices.

***This brochure provides information about the qualifications and business practices of GLC Investment Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 415-962-8500. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State Securities Authority.***

***Additional information about GLC Investment Advisors, LLC also is available at the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link, select “investment adviser firm” and type in our firm name or CRD number, which is 158414). Results will provide you both Part 1 and 2 of our Form ADV.***

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

## **Item 2 – Material Changes**

This Brochure is our Annual Updating Amendment to our February 19, 2015 Brochure. We have updated the amount of assets under our management as of January 2016 and added information about two additional private funds that we manage in Item 4. There are no other material amendments.

In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

We may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form).

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Executive Officer, Thomas Benninger, at 415-962-8500.

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## **Item 4 – Advisory Business**

### **Description of Advisory Services:**

We became registered as an investment adviser with the Securities and Exchange Commission on March 23, 2012. We are a wholly owned subsidiary of Global Leveraged Capital Holdings, LLC. Our assets under management as of January 2016 are approximately \$176.1 million.

We are a boutique investment management firm currently providing investment management services to two private investment funds: (1) Global Leveraged Capital Credit Opportunity Fund I (“GLCCOF I”), and Global Leveraged Capital Credit Opportunity Fund I Corp., a co-issuer of the GLCCOF I; and (2) GLC Direct Credit Fund, LP (“Direct Credit Fund”) (collectively, the “Funds”). For more detailed information, please refer to the Offering Circular for the Funds and our ADV Part 1. Capitalized terms used in this Brochure to describe the Funds have the meaning ascribed to them in the Offering Circulars.

#### GLCCOF I

We provide investment management services to GLCCOF I through a Management Services Agreement, which include assisting in the analysis and investigation of existing and potential Collateral Debt Obligations in the Fund, issuing recommendations to the Management Company for GLCCOF I regarding the purchase and sale of Collateral Debt Obligations and the terms and timing of these transactions, and supervising the preparation and review of transaction documents in connection with these investments. We will also provide economic information consulting, including providing research to the Collateral Manager for the Fund regarding economic and industry sectors, investment opportunities and market comparisons. We may also engage personnel and arrange for the services of other professionals and consultants to assist the Collateral Manager in its provision of services to the Fund.

Please refer to the Offering Circular for GLCCOF I for more details.

#### Direct Credit Fund

We provide investment management services to Direct Credit Fund through a Management Agreement, which include assisting in the analysis and investigation of existing and potential senior debts and equity securities in the Fund, issuing recommendations for the Fund regarding the purchase and sale of senior debts and/or equity securities and the terms and timing of these transactions, and supervising the preparation and review of

transaction documents in connection with these investments. We also assist in distributing the Direct Credit Fund cash and other securities, preparing of tax returns and tax statements for the Fund and its partners, completing all required regulatory filings, maintaining accurate accounting records, and assisting in capital raising efforts.

Please refer to the Amended and Restated Limited Partnership Agreement of the Fund for more details.

## **Item 5 – Fees and Compensation**

### GLCCOF I

We are compensated with a Management Fee pursuant to a Management Services Agreement between us, the Management Company for the Fund, and the Collateral Manager for the Fund. This Management Fee is the sum of the Base Management Fee and the Subordinated Management Fee payable to the Collateral Manager under the terms of the Fund documents. The Base Management Fee is 0.25% per annum of the average of the Aggregate Collateral Balance as of the first day of the period for which the fee is calculated and the last day of this time period. The Subordinated Management Fee is 1.25% per annum of the same average Aggregate Collateral Balance on which the Base Management Fee is calculated. The Management Fee is payable quarterly in arrears and pro-rated on a daily basis for short fiscal periods. Payment of the Management Fee is made only to the extent of funds available in accordance with the Priority of Payments provisions in the Fund documents. We do not have any conflicts of interest present that relate to any additional compensation.

### Direct Credit Fund

We are compensated with a Management Fee pursuant to the Management Agreement between us, the Investment Advisor/Manager for the Fund, the Fund, and the General Partner of the Fund. This Management Fee is 2.0% per annum of the Fee Base as defined in the Amended and Restated Limited Partnership Agreement. The Management Fee is payable quarterly in advance and pro-rated on a daily basis for short fiscal periods. We do not have any conflicts of interest present that relate to any additional compensation.

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

We do not charge advisory fees on a share of capital appreciation of the funds or securities that we manage (so-called performance based fees). Our advisory fee compensation is charged only as disclosed above (Item 5).

## **Item 7 – Types of Clients**

We provide services to two private investment funds: (1) Global Leveraged Capital Credit Opportunity Fund I, an exempted company incorporated under the laws of the Cayman Islands, and Global Leveraged Capital Credit Opportunity Fund I Corp., a Delaware corporation that has co-issued notes with the GLCCOF I; and (2) GLC Direct Credit Fund, LP, a limited partnership organized under the laws of Delaware.

### **GLCCOF I**

The securities of the Funds are offered to Qualified Institutional Buyers (“QIBs”), or, in the case of the GLCCOF I Fund’s Preference Shares and the Class P Notes, to Accredited Investors, in each case which QIBs and Accredited Investors are also Qualified Purchasers.

### **Direct Credit Fund**

The limited partnership interests are offered to Qualified Institutional Buyers (“QIBs”) or to Accredited Investors, in each case which QIBs and Accredited Investors are also Qualified Purchasers.

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

### **Analysis:**

We use various methods of analysis when providing investment management services to the Fund. These include, but are not limited to, the following methods:

- Market comparables – we review recent comparable transactions to develop a range of leverage and pricing.
- Exit and break-up valuations – we analyze exit and break-up values, including division or asset sales, to analyze pricing.
- Unlevered returns – we review risk/return ratios on an unlevered basis, adjusting for industry, operating plans, and other specific risks, and compare to market returns of like-kind risks.
- Appropriate use of leverage – we view debt as contributing to the return on equity, but the debt cannot be the sole driver of the return.

### **Investment Strategies:**

#### **GLCCOF I**

Our investment strategies focus on the purchase and/or origination of fixed income

securities in the middle market. These fixed income securities may also include warrants to purchase equity or direct equity co-investments. These securities are often created in conjunctions with time-sensitive transactions, including acquisitions, M&A activity, restructuring, recapitalizations, distressed situations and growth capital.

#### Direct Credit Fund

Our investment strategies focus on the purchase and/or origination of senior debt, mezzanine, and minority equity capital to fund event driven transactions, such as acquisitions, buyouts, recapitalizations or restructurings, and investing in companies with complex capital structures that have limited access to the capital markets, near term maturity payments or debt levels that meet or exceed enterprise value; owning, managing, supervising and disposing of such investments; and engaging in all activities related thereto.

#### **Risk of Loss:**

All investments in securities include a risk of loss of principal and any profits that have not been realized. The particular risk factors applicable to the securities held by the Funds include, but are not limited to, the following:

#### GLCCOF I

- There are limited assets to make payments on the securities and to pay dividends and other distributions.
- Payments of principal and interest on the Notes, and dividends and other distributions to equity investors, are subject to the priority of payments as described in the Fund documents.
- Equity holders will not be entitled to any return of principal and will receive payments only to the extent of dividends or other distributions that are made in accordance with the payment waterfall.
- The equities are not secured by any collateral.
- The assets are subject to credit, liquidity and interest rate risk.

#### Direct Credit Fund

- Mezzanine investments involve a high degree of risk with no certainty of any return of capital. There can be no assurance that a portfolio company will generate sufficient cash flow necessary to service its debt obligations.
- There may be no established market for portfolio investment and transfer of ownership of such investment may be restricted.

- There would not typically be any interim cash dividends or other distributions on its private equity investments during its holding period, but would realize its entire return upon eventual redemption of sale. The timing of ultimate realization is highly uncertain. Thus, the holding period for these securities may be lengthy.
- The portfolio investments are not secured by any collateral.
- The portfolio investments are subject to credit, liquidity and interest rate risk.

## **Item 9 – Disciplinary Information**

We do not have any legal, financial or other “disciplinary” item to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

This statement applies to our Firm, and every employee.

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

Our Chief Executive Officer, Thomas Benninger, is also registered as a broker with GLCA Securities, LLC, a registered broker-dealer and one of our affiliates. None of our activities in providing management services to the Fund are related to the activities of GLCA Securities, LLC. Therefore, Mr. Benninger’s affiliation does not present a conflict of interest to us.

## **Item 11 – Code of Ethics**

We have adopted a Code of Ethics that governs a number of potential conflicts of interest we have when providing our advisory services to you. This Code of Ethics is designed to ensure we meet our fiduciary obligation to you, our Client (or Prospective Client) and to drive home a Culture of Compliance within our firm.

An additional benefit of our Code is to detect and prevent violations of securities laws, including our obligations we owe to you.

Our Code is comprehensive, is distributed to each employee at the time of hire, and annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.



Our Code includes the following:

- Our fiduciary duty to you;
- Requirements related to the confidentiality of your information;
- Prohibitions on:
  - Insider trading (if we are in possession of material, non-public information),
  - Engaging in certain transactions, and
  - The acceptance of gifts;
- Pre-clearance of employee and firm transactions;
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call “reportable securities” as mandated by regulation); and,
- On an annual basis, we require all employees to re-certify receipt of our Code, submit a complete report of securities holdings and on a monthly basis to submit copies of all statements reflecting personal securities transactions in reportable securities.

Our Code does not prohibit personal trading by employees. Due to the nature of the Fund for which we provide investment management services, it is highly unlikely that any of our employees would purchase or sell the same or similar securities that are held by the Fund.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this brochure.

## **Item 12 – Brokerage Practices**

We do not utilize the services of brokers in connection with our provision of investment management services to the Funds.

## **Item 13 – Review of Accounts**

The Funds and their portfolio companies are reviewed with varying frequency in connection with the reporting cycles.

Monthly reporting focuses on “flash” financial results including sales, EBITDA and liquidity of the portfolio companies. All flash reports are summarized and delivered via email to the Fund partners. If a portfolio company falls below 90% of its plan, it is required to issue a 13-week rolling cash forecast.

Quarterly reporting includes the review of a full set of unaudited financials for the portfolio companies, compliance certificates, and a management discussion and analysis report, including key operating statistics and a liquidity analysis.

Annual reporting includes a comprehensive review of all of the documents reviewed in connection with quarterly reporting, plus a review of the annual budgets and business plans for the portfolio companies for the following fiscal year. Included in this review are audited financial reports and all information provided to each company's board of directors.

The Funds closely monitors each portfolio company on an ongoing basis and monitors financial trends of each portfolio company to determine if it is meeting its business plan and to determine whether any additional oversight or action is required. The portfolio management and monitoring functions include:

- Analyzing the company's monthly and quarterly financial performance and adherence to its covenants;
- Evaluation of a company's business plan and annual budgets;
- Regular contact with a company's management team and other sponsors or lead investors, if applicable, to discuss financial, operational and strategic performance.
- Comparisons to other companies in similar industries; and
- Attendance at and participation in board of director meetings.

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

We do not receive any compensation or other economic benefit from a third party for providing investment advice or products to the Funds. We do not enter into solicitation agreements with individuals to refer potential clients to us.

## **Item 15 – Custody**

### GLCCOF I

We do not have custody of any of the Fund's assets.

### Direct Credit Fund

We have custody of the Fund's assets. The Fund sends quarterly unaudited financial statements and capital account statements to its investors. The Fund also sends annual

financial statements audited by independent public accountants and capital account statements to its investors.

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

We have full discretionary authority over any of the Funds' investments.

### **Item 17 – Voting *Client* Securities (i.e., Proxy Voting)**

We do not vote proxies for the Collateral Manager or the Funds. We, however, have full proxy voting authority for any of the Funds' investments.

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

We are not aware of any circumstance that would be reasonably likely to impair our ability to meet our contractual commitments to our clients.