

**FORM ADV PART 2A: FIRM BROCHURE**



**RAGING CAPITAL MANAGEMENT, LLC**

Ten Princeton Avenue

Rocky Hill, NJ 08553

Phone: (609) 357-1870

March 30, 2017

This brochure provides information about the qualifications and business practices of Raging Capital Management, LLC (“Raging Capital”, the “Adviser”, or the “Firm”). If you have any questions regarding the contents of this brochure, please contact us at (609) 357-1870 or via email, [info@ragingcapital.com](mailto:info@ragingcapital.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. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Raging Capital Management, LLC can also be found on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since our annual filing on March 30th, 2016, and the date of this brochure, we have made the following material; changes to this brochure:

### **Item 5 – Fees and Compensation**

Updated our disclosure to provide greater detail concerning expenses, which are allocated to and paid by the private funds we advise.



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Raging Capital Management, LLC (“Raging Capital”), a Delaware limited liability company, was formed in January 2006, and began advising clients in April 2006. William C. Martin is the primary owner and the managing member of Raging Capital.

Raging Capital's only offerings are private funds intended for sophisticated investors and certain special purpose vehicles (each a "SPV" and collectively "SPVs"). The private funds and SPVs collectively may be referred to as "Funds" or individually as a "Fund". Raging Capital serves as the investment adviser and in certain cases, general partner to the Funds and has full discretionary trading authority.

The private funds are organized in a master-feeder structure as follows:

Feeder Funds: Raging Capital Offshore Fund, Ltd.  
(A Cayman Islands exempted company)  
Raging Capital Fund (QP), LP  
(A Delaware limited partnership)

Co-Investment Vehicle: Raging Capital Opportunity Fund IV, LLC  
(A Delaware limited liability corporation)

Raging Capital predominately employs a long-short strategy on behalf of the Funds, which focuses primarily on small to mid-cap United States equities. Each SPV generally holds a specific underlying investment, which may be held directly by the Funds or used to facilitate a specific co-investment opportunity.

Raging Capital does not tailor its advisory services to the individual needs of investors in any Fund (“Investors”) and does not accept Investor-imposed investment restrictions.

As of December 31<sup>st</sup>, 2016, Raging Capital manages approximately \$788.4 million in net assets on a discretionary basis. Raging Capital does not manage assets on a non-discretionary basis.



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## **Item 5 – Fees and Compensation**

With respect to the Funds, Raging Capital generally earns a monthly management fee in arrears in the amount of 1.5% or 2.0% (per annum) of each investor's ownership interest in each Fund, and subject to a loss carryforward provision, may earn an annual incentive allocation in the amount of 15% or 20% of the net profits as of the end of a fiscal year. Raging Capital may also be eligible to earn an annual incentive allocation from certain SPVs, but in no case will Raging Capital earn an incentive allocation related to an SPV interest held by the Funds.

In general, these fees are not negotiable. However, Raging Capital may waive or reduce the management fee and/or incentive allocation for investors that are members, principals, or employees or affiliates of Raging Capital or relatives of such persons and for certain large or strategic investors.

As more fully described in each Fund's offering and/or governing documents, net profits include unrealized gains and are reduced for various expenses, which may include legal, compliance, including costs associated with preparing Fund specific regulatory filings (including but not limited to Form PF), audit, administrator and accounting expenses (including third party accounting services, valuation services, and external reporting expenses); shareholder proxy voting services; organizational expenses; investment expenses such as commissions (including, without limitation, broken deal expenses, costs associated with activist activities, regardless of outcome, such as related research, public awareness campaigns including third party marketing, proxy solicitations, legal expenses, and searching, vetting and incentivizing board of director nominees); research fees and expenses (including research-related travel software programs, data and communication lines related to research and internal reporting related to portfolio monitoring and research used by the Funds); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund related insurance costs; and any other expenses related to the purchase, sale or transmittal of Fund assets (including trade order management, portfolio management, trade settlement, trade reconciliation between Raging Capital, the administrator, prime brokers and other third parties); and any other expenses associated with agreements Raging Capital has entered into on behalf of the Funds with the belief, at the time, that the such agreements are in the best interest of the Funds and in accordance with the contractual rights afforded to Raging Capital in the Limited Partnership Agreement. To the extent that underlying investments include other managed investment vehicles, there may be additional advisory fees.

Expenses directly related to a Fund are charged to that Fund. To the extent that fees and expenses of the Funds (including management fees) are identifiable with a particular class of interest or class or series of shares, such fees and expenses are charged solely to the relevant interests, class, or series, as

applicable. Expenses that are common to multiple Funds are typically borne by such Funds on a pro rata basis in accordance with their net asset value.

Neither Raging Capital nor its officers or employees accept compensation for the sale of securities or other investment products. Certain employees or supervised persons of Raging Capital sit on the boards of publicly traded companies and may receive material compensation for their role.



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

As discussed in Item 5, Fees and Compensation, Raging Capital is eligible to earn performance-based compensation (“incentive allocation”) in the amount of 15% or 20% of annual net profits of each Fund attributable at the Investor level.

The fact that Raging Capital is compensated based on the trading profits may create an incentive to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. The incentive allocation received by Raging Capital is based on the Funds’ total net return and includes both realized and unrealized gains and losses. As a result, Raging Capital may receive an incentive allocation reflecting unrealized gains at the end of a year that are not subsequently recognized by the Funds. Raging Capital is involved with the valuation of securities, including certain privately securities held by the Funds, which in turn determines the calculation of the management fee and the incentive allocation it receives. This creates an incentive for Raging Capital to increase the value of the assets during the valuation process. Raging Capital has addressed this conflict of interest by creating a Valuation Committee and adopting certain policies and procedures dealing with the valuation of portfolio assets which includes using readily available market quotations and other commonly used and recognized valuation methods to value securities. Raging Capital has also engaged an independent valuation firm to assist with asset valuation. In addition, each Fund is subject to an annual audit.



### **Item 7 – Types of Clients**

As noted in Item 4, Advisory Business, Raging Capital provides investment advisory services to the Funds. The minimum initial investment in the Funds is \$1,000,000, subject to waiver at the discretion of Raging Capital.



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

### **Investment Objective**

Raging Capital's investment objective is to earn superior long-term, absolute, risk-adjusted returns regardless of overall market performance without taking outsized risks, and to maximize after-tax returns. To achieve this, Raging Capital employs a hedged, or long-short, generalist investment strategy primarily in equity and debt securities of small to mid-cap U.S. companies with specific emphasis on companies that are not well-covered by Wall Street analysts. Raging Capital also selectively executes activist strategies, which may include advocating to change the board composition, corporate strategy and/or financial strategy of the Funds' portfolio companies when it believes that such actions will help to protect and maximize the value of the Funds' investments.

Raging Capital utilizes a fundamental and research-driven approach to investing where returns are derived from security selection, not market direction. In managing the Funds, Raging Capital may use complementary derivatives in order to selectively enhance returns and/or reduce risk.

### **Investment Process**

Raging Capital's investment process is threefold:

- Identify emerging growth companies before they are known and obvious.
- Find deep value companies with a catalyst.
- Manage a diverse short book with an eclectic, "off the beaten path" bent.

#### *Emerging Growth Companies before They're Known and Obvious*

Raging Capital actively seeks out entrepreneurial companies it believes are on the verge of a growth breakout, powered by new products, technologies, sales and marketing efforts, or macro-drivers. Raging Capital identifies these companies by tracking hundreds of prospects that are sourced from industry contacts, trade publications/events, and by tracking new technologies and performing due diligence on these ideas.

Raging Capital's goal is to build a portfolio of emerging growth investments which it believes offer significant upside potential but with limited downside risk since very little of the upside growth optionality is correctly priced in.

#### *Deep Value Companies with a Catalyst*

Raging Capital seeks out companies that it believes are priced at significant discounts to their intrinsic value, defined by looking at their value in a sale, liquidation value, and potential earnings power, etc.

These are companies that often trade at or around their cash on hand, have significant net operating losses which can be used to offset future tax liabilities and are trading at or close to their 52-week lows. Raging Capital will invest in these "deep value" situations when it believes there is a catalyst at hand, such as a new management team, a product or technology cycle, or an influential new investor.

Raging Capital may take an active role in order to attempt to accelerate or maximize the realization of value from an investment by being a catalyst for corporate change. Raging Capital may pursue various activist strategies that include working with a company's existing management team or seeking to change the existing management or seeking change in a company's strategic direction. Specific activist activities may include recruiting and nominating directors to a company's board of directors who may or may not be affiliated with Raging Capital.

Raging Capital believes that undervalued public companies are often undervalued for specific reasons. Occasionally, those reasons will be addressed with an anticipated catalyst to unlock the intrinsic value. But in other circumstances, Raging Capital believes that it can be effective in executing improvements that address the undervaluation if it gets actively involved. Raging Capital's activist activities are therefore directed at opportunities in which Raging Capital believes that through its experience, skills, and network of relationships, the Raging Capital can be influential in building and unlocking value in its portfolio companies.

Raging Capital's goal is to build a portfolio of deep value investments with asymmetric return potential; specifically, seeking limited downside risk paired with a timely and realistic potential upside catalyst.

#### *Manage a Diverse Short Book with an Eclectic, "Off the Beaten Path" Bent*

Raging Capital seeks out short ideas from a range of sources: pairs against favored longs, company insider screens, accounting and earnings quality flags, lists of questionable insiders and auditors, macro themes, fads, and fundamental business model failures. Raging Capital tries to avoid the most popular shorts, as they are often crowded and thus more dangerous. Raging Capital believes its internal accounting expertise and due diligence capabilities, along with an ability to think independently, provides it an advantage in identifying and maintaining good short ideas.

Raging Capital's short-book goal is to build a diversified portfolio of low quality and over-priced companies where it can generate relative and absolute returns. Raging Capital seeks to size its short positions in order to control risk and maintain emotional neutrality.

### **Risk Factors**

Raging Capital seeks to manage its risk exposure in several ways. These include business quality evaluation, determination of business prospects and expected roadmap to investment returns. First,

Raging Capital will determine business quality through an evaluation of the company's business model, industry landscape, competitive advantages/challenges and management team. Raging Capital will then perform a thorough historical financial analysis and determine "earnings quality." Once it has completed its business quality analysis, Raging Capital will evaluate a company's business prospects by:

- Leveraging the Raging Capital's operating experience and industry contacts to anticipate opportunities and vulnerabilities.
- Calculating cash flow generation capabilities over 1, 3, and 5 year time frames.
- Determining company specific and/or industry wide trends by interviewing customers, competitors, management, suppliers, regulators and industry consultants.
- Analyzing subsequent valuation discrepancies based on the Raging Capital's informational and/or analytical advantages.

Finally, Raging Capital will outline a company's investment roadmap that anticipates the timing and impact of potential catalysts and establishes positioning on the earning revision cycle.

#### *Investment Risk*

Investing in Funds managed by Raging Capital involves risk of loss that investors should be prepared to bear.

#### *Market Risk*

The profitability of a significant portion of Raging Capital's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Raging Capital will be able to predict accurately these price movements. Although Raging Capital attempts to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

#### *Nature of Investments*

Raging Capital has broad discretion in making investments for the Funds. Investments will generally consist of U.S. equity and debt securities and other assets that may be affected by business, financial market, or legal uncertainties. There can be no assurance that Raging Capital will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, interest rate

fluctuations, commodity prices, and many other factors may significantly affect the results of the Funds' activities and the value of its investments. No guarantee or representation is made that the Raging Capital's investment objective will be achieved.

### *Equity Securities*

Raging Capital, on behalf of the Funds, invests the majority of the Funds' assets in equity securities, and holds both long and short positions in such securities. Equity investments involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions in regard to the size or operating experience of the companies in which the Funds may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the partnerships necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize). Equity prices are directly affected by issuer specific events, as well as general market conditions. Equity investments are subordinate to the claims of an issuer's creditors and, to the extent such securities are common securities, preferred stockholders. Dividends customarily paid to equity holders can be suspended or cancelled at any time. For the foregoing reasons, investments in equity securities can be highly speculative and carry a substantial risk of loss of principal.

### *Internet and Media Industry Risks*

Many media services are subject to regulation at the federal level by the Federal Communications Commission (FCC) and at the state level by public utilities commissions. Additionally, a significant portion of the media industry is subject to regulation by the FCC under federal laws and regulations, including the Communications Act of 1934 and The Telecommunications Act of 1996. FCC rules and regulations have been subject to numerous appeals to both the courts and to Congress and it remains difficult to accurately predict the impact of any potential new legislation or court action on any company within the telecommunications, media and technology industries.

### *Technology Industry Risks*

Companies in the rapidly changing technology field face special risks. For example, these companies spend heavily on research and development and their products or services may not prove commercially successful or may become obsolete quickly. The value of the Funds' investments may be susceptible to factors affecting the technology and science areas. As such, the Funds may not be an appropriate investment for individuals who are not long-term investors and who, as their primary investment objective, require safety of principal or stable income from their investments. The

technology field may be subject to greater governmental regulation, intervention and scrutiny than many other areas, and changes in governmental policies and the need for regulatory approvals may have a material adverse effect on these areas. Additionally, companies in these areas may be subject to risks of developing technologies, competitive pressures and other factors and are dependent upon consumer and business acceptance as new technologies evolve.

Further, many companies with proprietary technology rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect their proprietary rights, which may be essential to the growth and profitability of the company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which the Funds invest. Conversely, other companies may make infringement claims against a company in which the Funds invest, which could have a material adverse effect on such company.

#### *Energy Industry Risks*

The value of the Funds' portfolio may be particularly vulnerable to factors affecting the energy industry, such as increasing regulation of the energy sector by both the U.S. and foreign governments, developments in the energy sector and energy conservation incentives. Increased energy regulations may, among other things, increase compliance costs and affect business opportunities for the companies in which the Funds invest.

#### *Health Care Industry Risks*

The health care industry is subject to government regulation and reimbursement rates, as well as government approval of products and services, which could have a significant effect on price and availability. Furthermore, the types of products or services produced or provided by health care companies quickly can become obsolete. In addition, pharmaceutical companies and other companies in the health care industry can be significantly affected by patent expirations.

#### *Financial Services Industry Risks*

By investing in financial services companies, the Funds are subject to the risks associated with such investments, in addition to the general risks of the stock and bond markets. This means that the Funds are more vulnerable to price fluctuations of financial services companies and other factors that particularly affect financial services industries than a more broadly diversified industrial portfolio.

Among the factors that the financial services industry is vulnerable to are: extensive government regulation, rapid business changes, general economic conditions, significant competition and value

fluctuations. This extensive governmental regulation, which may change frequently can, among other things, increase costs for new services or products and make it difficult to pass increased costs on to consumers. In certain areas, deregulation of financial service companies has resulted in increased competition and reduced profitability for certain companies. By focusing on the financial institutions sector, there is potential exposure to systemic risk in the financial system. Moreover, the prices of stocks and bonds issued by many financial services companies have historically been more closely correlated with changes in interest rates than other stocks. When interest rates go up, the price for fixed-income assets generally declines. Moreover, this relationship between interest rates and fixed-income asset prices is more complex for financial institutions, which may benefit from a rising interest rate environment. However, there is no guarantee that in the future financial institutions will benefit from an increasing or a decreasing rate environment, and the historical relationship between interest rates and fixed-income asset prices may not continue in the future. There is no guarantee that Raging Capital will be able to adequately anticipate or react to these various risks and vulnerabilities.

#### *Evolving Investment Universe*

The universe of issuers that Raging Capital follows and takes positions may expand and evolve over time, and its investment mandate is not restricted by sector or industry group.

#### *Short Sales*

Raging Capital's investment program includes short selling. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Funds' portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could expose the Funds to the risk of loss in an amount greater than the initial investment. Such losses can increase rapidly and in the case of equities, without an effective limit. Certain events could result in a substantial delay in our ability to cover a short position. There is the risk that the securities borrowed by Raging Capital in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, and Raging Capital may be compelled to replace borrowed securities previously sold short with purchases on the open market at a disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

#### *Small to Medium Cap Companies*

Raging Capital will primarily invest in the stocks of companies with small- to medium-sized market capitalizations. Securities of small and mid-cap companies may present greater risks. For example,

some small and mid-cap companies often have limited product lines, markets or financial resources. Such companies may be subject to high volatility in revenues, expenses, and earnings. Such companies may be dependent for management on one or a few key persons, may have weak corporate governance, and can be more susceptible to losses and risks of bankruptcy. Such companies' securities may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger cap companies. In addition, small and mid-cap companies may not be well known to the investment public and may have only limited institutional ownership. The market prices of securities of small and mid-cap companies generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large cap companies. Transaction costs in securities of small and mid-cap companies may be higher than in those of large cap companies.

#### *Illiquid Investments*

Fund assets may, at any given time, include securities and other financial instruments or obligations that are thinly-traded, making purchase or sale of such securities at desired prices or in desired quantities difficult or impossible. Other investments may have no readily available market or third-party pricing. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately. Additionally, Raging Capital may be restricted from buying or selling certain securities, due to its acquisition of confidential or material, non-public information, at a time when Raging Capital would otherwise take such action.

#### *Portfolio Turnover*

Raging Capital's investment strategy may require actively trading the Funds' portfolio, and as a result, turnover and brokerage commission expenses of the Funds may significantly exceed those of other investment entities of comparable size. Such increased commissions and other transaction charges will also adversely affect performance if the Funds' trading is not sufficiently profitable.

#### *Leverage*

The Funds utilize leverage as part of its investment strategy. The use of leverage results in the Funds controlling substantially more assets than the Funds have equity. Leverage increases the Funds' returns if the Funds earns a greater return on investments purchased with borrowed funds than the Funds' cost of borrowing such funds. However, the use of leverage exposes the Funds to additional



levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Funds not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Funds' cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Funds' assets, the Funds might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses.

Depending on the conditions in the credit environment at any given time, Raging Capital may find it difficult or impossible to obtain leverage for the Funds. Since leveraging its assets is an integral part of the investment strategy of the Funds, in such event Raging Capital could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Raging Capital being forced to unwind positions quickly and at prices below what Raging Capital deems to be fair value for the positions.

#### *Debt Securities*

Debt securities are, in general, subject to price volatility due to various factors including changes in interest rates, market perception of the creditworthiness of the issuer and general market liquidity. In addition to the sensitivity of debt securities to overall interest rate movements, debt securities involve a fundamental credit risk based on the issuer's ability to make principal and interest payments on the debt it issues.

Debt securities may pay fixed, variable, or floating rates of interest, may include zero coupon obligations and may be subordinated (and thus exposed to the first level of default risk) or otherwise subject to substantial credit risks.

Debt obligations of corporate issuers may be downgraded by ratings agencies, go into default, or if management action, legislation or other government action reduces the issuers' ability to pay principal and interest when due, the debt obligation's value may decline. Because the ability of an issuer of a lower-rated or unrated debt obligation (including particularly "junk" or "high yield" bonds) to pay principal and interest when due is typically less certain than for an issuer of a higher rated obligation, lower rated and unrated debt obligations are generally more vulnerable than higher-rated obligations to default, ratings downgrades, and liquidity risk. In addition, corporate debt obligations can be illiquid making debt obligation difficult to value.

#### *Options*

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying

security, commodity, currency, or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter (“OTC”) options also involve counterparty solvency risk.

#### *Forward Contracts*

Raging Capital may, on behalf of the Funds, trade deliverable forward contracts in the inter-bank currency market. Such deliverable forward contracts are not currently traded on exchanges; rather, banks and dealers act as principals in these markets. As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”), the Commodity Futures Trading Commission now regulates non-deliverable forwards (including many deliverable forwards where the parties do not take delivery). Changes in the forward markets may entail increased costs and result in burdensome reporting requirements. There is currently no limitation on the daily price movements of forward contracts. Principals in the forward markets have no obligation to continue to make markets in the forward contracts traded. The imposition of credit controls by governmental authorities or the implementation of regulations pursuant to Dodd-Frank might limit such forward trading to less than that which Raging Capital would otherwise recommend, to the possible detriment of the Funds.

#### *Derivatives*

To the extent that Funds invest in swaps, derivative or synthetic instruments, repurchase agreements or other OTC transactions or, in certain circumstances, non-U.S. securities, the Funds may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of the Funds, and hence the Funds should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

### *Regulation of Over-the-Counter Transactions*

Dodd-Frank included provisions that comprehensively regulated the OTC derivatives markets. The implementation of these regulations is ongoing as of the date of this brochure. Although the full effects of Dodd-Frank on the OTC derivatives market have yet to be determined, dealers and other certain market participants will be subject to additional clearing and margin requirements, as well as registration obligations and other regulatory requirements, such as business conduct standards, disclosure requirements, reporting and recordkeeping requirements, transparency requirements, position limits, limitations on conflicts of interest and other regulatory burdens. It is likely that these new requirements will increase the overall costs for OTC derivative dealers and other market participants, which may be passed along, at least partially, to market participants, such as the Funds, in the form of higher fees or less advantageous dealer marks. The overall impact of the Dodd-Frank Act on the Funds is highly uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime.

### *Investments in Other Investment Vehicles*

Funds have invested and may invest in the future in other investment vehicles or separately managed accounts managed by unaffiliated investment advisers. Such investments will be subject to management fees and/or performance fees or allocations. Thus, some part of the Funds' capital will be subject to a second level of management fees and/or performance fee or allocations.

### *Lack of Diversification*

The Funds' portfolio may not be widely diversified among sectors, industries, geographic areas or types of securities. Accordingly, the Funds' portfolio may be concentrated in a set of related industries and will not necessarily be diversified among types of securities. Accordingly, the Funds' portfolio may be subject to more rapid change in value than would be the case if the Raging Capital were required to maintain a wide diversification among companies or industry groups. Furthermore, the Funds may be more susceptible to economic events and trends which impact the sectors on which Raging Capital specifically focuses than would otherwise be the case if the Funds were more diversified.

### *Hedging Strategies*

Hedging techniques involve one or more of the following risks: (i) imperfect correlation between the performance and value of the instrument and the value of the Funds' securities or other objective of Raging Capital; (ii) possible lack of a secondary market for closing out a position in such instrument; (iii) losses resulting from interest rate, spread or other market movements not anticipated by Raging

Capital; (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the Funds' position; and (v) default or refusal to perform on the part of the counterparty with which the Funds trade. Furthermore, to the extent that any hedging strategy involves the use of OTC derivative transactions, such a strategy would be affected by implementation of the various regulations adopted pursuant to Dodd-Frank.

#### *Convergence Risk*

Raging Capital may pursue relative value strategies by taking long positions in securities believed to be undervalued and short positions in securities believed to be overvalued. In the event that the perceived mispricings underlying the Funds' trading positions were to fail to converge toward, or were to diverge further from, Raging Capital's expectations, the Funds may incur a loss.

#### *Counterparty Risk*

Institutions, such as brokerage firms, banks and broker-dealers, generally have custody of the Fund's portfolio assets and may hold such assets in "street name." Raging Capital is subject to the risk that these firms and other brokers, counterparties, or clearinghouses with which it deals may default on their obligations to the Funds. Any default by any of such parties could result in material losses to the Funds. Bankruptcy or fraud at one of these institutions could also impair the operational capabilities or the capital position of the Funds. In addition, securities and other assets deposited with custodians or brokers may not be clearly identified as being assets of the Funds, causing the Funds to be exposed to a credit risk with regard to such parties. The Funds generally will only be an unsecured creditor of its trading counterparties in the event of bankruptcy or administration of such counterparties. In some jurisdictions, the Funds may also only be an unsecured creditor of its brokers in the event of bankruptcy or administration of such brokers. Raging Capital attempts to limit its brokerage and custody transactions to well capitalized and established banks and brokerage firms in an effort to mitigate such risks, but the collapse in 2008 of the seemingly well capitalized and established Bear Stearns and Lehman Brothers demonstrates the limits on the effectiveness of this approach in avoiding counterparty losses.

The Funds effect certain transactions in OTC or "interdealer" markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Funds has concentrated its

transactions with a single or small group of counterparties. The Funds are not restricted from dealing with any particular counterparty or in the size of the exposure which the Funds may provide to a given counterparty. The inability to make complete and “foolproof” evaluations of the financial capabilities of the Funds’ counterparties and the absence of a regulated market to facilitate settlement increases the risk to the Funds.

While Dodd-Frank is intended to bring more stability and lower counterparty risk to derivatives market by requiring central clearing of certain standardized derivatives trades, not all of the Funds’ trades will be subject to a clearing requirement because the trades are grandfathered or because they are bespoke, or because they are within a class that is not currently subject to mandatory clearing. Furthermore, it is yet to be seen whether Dodd-Frank will be effective in reducing counterparty risk or if such risk may actually increase as a result of market uncertainty, mutuality of loss to clearinghouse members, or other reasons.

#### *Custody Risk*

There are risks involved in dealing with the custodians or prime brokers (the “Service Providers”) who settle Raging Capital trades. Although Raging Capital monitors the Service Providers and believes that they are appropriate, there is no guarantee that the Service Providers, or any other service provider that the Funds may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the U.S. Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker-dealer, it is likely that, in the event of a failure of a broker-dealer that has custody of Fund assets, the Funds would incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

The Funds and/or the Service Providers may appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of the Funds. The Service Providers may not be responsible for cash or assets which are held by sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered by the Funds as a result of the bankruptcy or insolvency of any such sub-custodian. The Funds may therefore have potential exposure on the default of any sub-custodian and, as a result, many of the protections that would normally be provided to a fund by a custodian may not be available to the Funds. Under certain circumstances, including certain transactions where the Funds’ assets are pledged as collateral for leverage from another party, or where the Funds’ assets are held at a non-U.S. custodian, the securities and other assets deposited with the counterparty may not be clearly identified as being assets of the Funds and hence the Funds could be exposed to a credit risk with regard to such parties. Custody services in certain non-U.S. jurisdictions remain undeveloped and, accordingly, there is a

transaction and custody risk of dealing in certain non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy, insolvency, or mismanagement in certain non-U.S. jurisdictions, the ability of the Funds to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy or insolvency could be in doubt, as the Funds may be subject to significantly less favorable laws than many of the protections that would be available under U.S. laws. In addition, there may be practical or time problems associated with enforcing the Funds' rights to its assets in the case of a bankruptcy or insolvency of any such party.

#### *Activist Shareholder*

Raging Capital, as part of its investment strategy, may seek to influence the strategic direction of a portfolio company. There exists the risk that the intended strategy for a particular company will be unsuccessful. Further, when securities are purchased in anticipation of influencing the future direction of a company, a substantial period of time may elapse between the Funds' purchase of the securities and the anticipated results. During this period, a portion of the Funds' capital would be committed to the securities purchased, and the Funds typically might finance some portion of such purchases with borrowed funds on which it must pay interest. Additionally, if the anticipated results do not in fact occur, the Funds may be required to sell its investment at a loss. Moreover, there may be instances where the Funds will be restricted in transacting in or redeeming a particular investment as a result of its activist activities. Because there is substantial uncertainty concerning the outcome of these transactions, there is a potential risk of loss by the Funds of its investment in such company. The Funds bear the cost of an activist campaign, and these costs may be significant.

Raging Capital may also attempt to build strong relationships with company management. In certain cases, the Adviser's attempts to influence a company's management may result in the Adviser nominating individuals to the company's board of directors. In such a case, the individuals whom the Adviser nominates to such board of directors will have fiduciary obligations to the company. In instances when the Adviser nominates an employee of the Adviser to the board, the individual will have fiduciary obligations both to the target company and the Adviser and there is the risk of a conflict of interest. Further, if the Adviser becomes in possession of material non-public information, the Adviser will be subject to federal securities laws and the target company's policies that govern restrictions on trading in such target company's securities.

There can be no assurance that the management of such companies will agree or acquiesce to Raging Capital's involvement in the affairs of the company, or that the strategies that Raging Capital hopes to implement will be effective. Companies may be hostile to the activities of Raging Capital and may respond to the proposals by Raging Capital with litigation or other defensive measures. Such measures



may adversely affect the value of the Funds' investment and may result in high transaction expenses, particularly if the Adviser resorts to measures to protect the value of its investment that involve litigation or shareholder governance activities, such as a proxy solicitation, and such actions are opposed by management of the company. If the Adviser resorts to such measures, such activity could also produce negative publicity for the Adviser. Although the confidentiality of the investors will be protected, such adverse publicity may have adverse consequences for the investors, as well as Adviser generally.

#### *Reliance on Corporate Management and Financial Reporting*

Raging Capital relies on the financial information made available by the issuers in which the Funds invest. The Adviser has limited ability to independently verify the financial information disseminated by the numerous issuers in which the Funds may invest and is dependent upon the integrity of both the management of these issuers and the financial reporting process in general. Corporate mismanagement, fraud and accounting irregularities relating to companies in which the Funds invests may result in material losses. Equity prices are particularly vulnerable to corporate mismanagement.

#### *Special Situations and Distressed Securities*

Raging Capital may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies, or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time, or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Funds could be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Funds may invest, there is a potential risk of loss by the Funds of its entire investment in such companies.

#### *Risk of Litigation*

In the ordinary course of business, Raging Capital and/or the Funds may be subject to litigation from time to time. In addition, the Funds may accumulate substantial positions in the securities of issuers that become involved in proxy contests or other litigation. As a result of such investments, Raging Capital and/or the Funds could be named as a defendant in a lawsuit or regulatory action. The Funds indemnify Raging Capital and its employees for any costs which they may incur in connection with

claims litigation involving their work on behalf of the Funds. In addition, the Funds may indemnify individuals whom they nominate to serve on a company's board of directors. The outcome of such proceedings, which may materially adversely affect the value of the Funds, may be impossible to anticipate, and such proceedings may continue without resolution for long periods of time. Any litigation may consume substantial amounts of Raging Capital's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

Furthermore, if Raging Capital nominates and successfully places an individual on an issuer's board of directors, the exercise of control or influence over the management and policies of an issuer—due to such individual's ability to provide strategic, operational and financial advice to such issuer and his or her anticipated position as a director of such issuer—could expose the assets of the Funds to claims by the company, its security holders and creditors, or could impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability. If these liabilities are imposed, the Adviser directly, and the Funds indirectly, may suffer losses in their investments.

#### *Non-U.S. Securities*

Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

#### *Currency Risks*

Raging Capital investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. As a result, the Funds could realize a net loss on an investment, even if there were a gain on the underlying investment before currency losses were taken into account. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Raging Capital may attempt to hedge such risks by investing in currencies, currency futures contracts and options on currency futures contracts, forward currency contracts, swaps,



swaptions, or any combination thereof (whether or not exchange traded), but there can be no assurance that such strategies will be implemented or effective.

### *Cybersecurity Risks*

Raging Capital is subject to risks associated with a breach in its cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from “hacking” by other computer users, other unauthorized access and the resulting damage and disruption of hardware and software systems, loss or corruption of data as well as misappropriation of confidential information. If a cybersecurity breach occurs, both Raging Capital and the Funds may incur substantial costs, including those associated with: forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment losses from sabotaged trading systems; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose both Raging Capital and the Funds to civil liability as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial withdrawals from the Funds. In addition, Investors could be exposed to additional losses as a result of unauthorized use of their personal information.

### *Master-Feeder Fund Structure*

The Funds invest through a “master-feeder” structure. Each Feeder Fund contributes substantially all of its assets to the Master Fund. However, due to tax, regulatory, operational and similar considerations, certain investments will be made directly by the Feeder Funds. The master-feeder fund structure, in particular the existence of multiple investment vehicles investing in the same portfolio, presents certain unique risks to investors. Smaller investment vehicles investing in a Master Fund may be materially affected by the actions of larger investment vehicles investing in the Master Fund. For example, if a larger investment vehicle withdraws from a Master Fund, the remaining funds may experience higher pro rata operating expenses, thereby producing lower returns. Similarly, the Master Fund may become less diverse due to a redemption by a larger investment vehicle, resulting in increased portfolio risk.

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

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of its management. Raging Capital has no applicable disciplinary information to disclose.



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

### **InsiderScore, LLC**

William C. Martin, the managing member Raging Capital, co-founded InsiderScore, LLC (“InsiderScore”) ([www.insiderscore.com](http://www.insiderscore.com)) in July 2004. InsiderScore provides proprietary research tools to institutional investors. Mr. Martin remains a significant minority owner but is not involved in the day-to-day operations of the InsiderScore.

Raging Capital is a client of InsiderScore pursuant to a standard licensing agreement. The research Raging Capital receives is the same as any other client who has entered into a standard licensing agreement. Although this agreement was negotiated at arm’s length, a conflict of interest exists as Raging Capital may have incentive to use InsiderScore in order to increase the value of Mr. Martin’s investment in InsiderScore. In addition, InsiderScore is paid by the Funds with soft dollars as described in Item 12 – Brokerage Practices.

Raging Capital believes adequate policies and procedures are in place, as well as other factors that mitigate these conflicts. Raging Capital’s policies and procedures require it to periodically assess the value of its various research and other service providers.

### **Princeton Ventures Management, LLC**

Since August 2006, Mr. Martin and one other Raging Capital affiliated person have been involved with Princeton Ventures Management, LLC, (“PV”) an entity principally engaged in the activity of sourcing and funding investments in privately held companies. Mr. Martin and the other affiliated person are not employees of PV, but instead serve as advisers to PV and assist PV with certain business activities and permit PV to refer to their business background, prior venture capital performance record, and their involvement with PV in marketing materials and on PV’s website. In return, Mr. Martin receives a portion of any revenue and/or fees earned by PV from its business activities. The Funds have made and may again in the future make investments in opportunities sourced by PV. Mr. Martin and the affiliated person may also invest their personal funds alongside the Funds in these investment opportunities. Although PV will still earn its normal fee when the Funds invest, Mr. Martin will not receive any portion of that fee.

A conflict of interest exists as Mr. Martin and the affiliated person have an incentive to invest personally in certain PV opportunities, which could reduce the investment opportunity that would be allocated to the Funds. Raging Capital believes it has policies and procedures in place to ensure that Raging Capital fulfills its fiduciary duty to the Funds including the review of all investment opportunities to ensure they are consistent with the Funds’ investment objectives and when suitable,

are first allocated to the Funds before Mr. Martin or any other Raging Capital affiliated person receive an allocation. In addition, Raging Capital's Code of Ethics requires pre-approval by the Chief Compliance Officer or another designated representative before any Raging Capital affiliated person can make a personal investments in limited offerings such as those available through PV.

### **Evermore Global Advisors, LLC**

Since June 2016, Robert L. Lerner has been a director of Evermore Global Advisors, LLC, a registered investment advisor. Mr. Lerner serves as an adviser, but does not have any day to day operating responsibilities. Mr. Lerner is compensated for his services.

Raging Capital does not believe this situation creates a material conflict of interest. However, Raging Capital has adopted policies and procedures which it believes adequately monitor any potential conflict of interest.

### **ALPS Alternative Investment Services, LLC**

ALPS Alternative Investment Services, LLC ("ALPS") is the independent third-party administrator to the Funds. ALPS also provides certain administrative services on behalf of certain personal investments owned by Mr. Martin. The amount of administrative services provided to Mr. Martin are below the level typically required by ALPS to accept an engagement. However, ALPS has agreed to provide the service to Mr. Martin as a result of its relationship with Raging Capital and providing the administrative services to the Funds. This situation creates a conflict of interest, as Mr. Martin could be seen as receiving lower fees as a result of expenses incurred by the Funds. Raging Capital monitors this conflict of interest and believes that the fees paid by Mr. Martin are commensurate with the services provided and that the Funds are not paying fees at a level above what they would be paying if ALPS were not providing any services to Mr. Martin.

### **Raging Capital Entering into Agreements on Behalf of Funds**

The various Fund governing documents and contractual agreements signed by Investors provide Raging Capital broad authority to enter into agreements and pay any associated expense on behalf of Funds that it deems necessary or desirable. Such agreements may relate to investment activities or services not yet contemplated by Raging Capital or otherwise specifically discussed in each Fund's governing documents, contractual agreements and other disclosure documents. As such, Raging Capital may enter into certain agreements on behalf of Funds with other parties, including its respective directors, members, partners, shareholders, officers, employees, agents and affiliates including Investors, where Raging Capital believes doing so is in the best interest of Funds. Raging Capital will have no obligation to offer any prior disclosure or seek Fund approval prior to entering

into such agreements. However, Raging Capital will make a good faith effort to add specific disclosure of material items when it next updates the various Fund governing documents, contractual agreements and other disclosure documents.

### **Side Letters**

Raging Capital and certain Funds have entered into and may from time to time enter into additional agreements with one or more Investors whereby, in consideration for agreeing to invest certain amounts in specific Funds or other consideration deemed material by Raging Capital, such Investors may be granted favorable rights not afforded to other Investors, generally. Such rights may include one or more of the following: special rights to make future investments in specific Funds or other co-investment vehicles, other investment vehicles or managed accounts, as appropriate; special withdrawal rights, relating to frequency, notice and/or other terms; rights to receive reports from Raging Capital or Funds on a more frequent basis or that include information not provided to other Investors (including, without limitation, more detailed information regarding portfolio positions); rights to receive reduced rates of any performance-based compensation and/or any management fee; and such other rights as may be negotiated between Raging Capital, specific Funds and Investors. In this regard, Raging Capital and specific Funds may enter into such agreements without the consent of or notice to existing Investors. No other Investor will be entitled to participate in any such special arrangement without the approval of Raging Capital. Raging Capital will have no obligation to offer any special arrangement to any other Investors, and no Investor that is not offered any such special arrangement will have any right or claim against Raging Capital or any Investors in relation to such special arrangement. The provision of such terms to such Investor could have an adverse effect on specific Funds and their Investors.

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

Raging Capital has adopted a comprehensive Code of Ethics designed to promote high ethical standards and reflect Raging Capital's fiduciary duty to the Funds. The Code of Ethics establishes standards of business conduct for all employees and is designed to detect and prevent prohibited acts and mitigate potential conflicts of interest between Raging Capital, its employees and the Funds. Raging Capital provides training at least annually to all employees with regards to its Code of Ethics.

The Code of Ethics permits employees of Raging Capital, including their spouses, minor children, and/or any other person or entity over which the employee exercises control or investment discretion, to engage in personal investing. Raging Capital believes it has policies and procedures which effectively address the potential conflict of interest that may exist between Raging Capital and its Funds as a result of personal trading activities. Raging Capital closely monitors the personal trading of employees, prohibits excessive personal trading and requires pre-approval from the Chief Compliance Officer or designated representative for personal trades.

The Code of Ethics establishes guidelines for employees with identifying instances when they might be exposed to material non-public information and compliance procedures when they believe they are in possession of material non-public information. The Code of Ethics also strictly prohibits Raging Capital and its employees from engaging in market manipulation, the spreading of rumors and any sort of collusion with other market participants.

Other features of Raging Capital's Code of Ethics include:

- annual certification by employees that they have read, understand and agree to abide by Raging Capital's Code of Ethics and insider trading policies and procedures; and
- quarterly submission of securities transaction reports and annual securities holdings reports for each personal account of the employee and their spouse, minor children, and any other person or entity over which the employee exercises control or investment discretion.

The Funds invest in SPVs created to hold specific illiquid investments. The SPVs may or may not be wholly owned by the Funds. Employees of Raging Capital and their families may also be direct investors in the SPVs. This creates a potential conflict of interest as Raging Capital has an incentive to provide preferential allocation of certain SPV investment opportunities to employees and their family members. Raging Capital has adopted policies and procedures designed to mitigate this conflict, which include specific review of all investment opportunities in which Raging Capital employees and family members also participate. In addition, Raging Capital's Code of Ethics requires

pre-approval by its Chief Compliance Officer or designated representative for personal trades, including those in limited offerings (which include the SPVs). The Funds' investments in the SPVs are included in the net assets of the Funds.

Raging Capital will provide a copy of the Code of Ethics to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.

While Mr. Martin and his family own, both directly and indirectly, significant interests in the Funds, Mr. Martin is an active investor and holds numerous investments outside of the Funds. Some of these investments are the same investments held by the Funds. As a result of Mr. Martin's personal investment activities outside of the Funds, Mr. Martin may have a conflict of interest in allocating investment opportunities between the Funds and himself personally outside of the Funds. To address this conflict of interest, Raging Capital and its affiliates have adopted policies and procedures that includes a prior review of all personal investments made by Mr. Martin to ensure that the interests of the Funds are placed ahead of those of Mr. Martin. Such reviews will consider, among other things, whether the investment opportunity is suitable for the Funds and if suitable, what the ideal investment size is for the Funds. In the case of specific investment opportunities, other Raging Capital affiliated persons may also invest personally.

## **Item 12 – Brokerage Practices**

### **Broker Selection**

Raging Capital retains full discretion to determine the broker or dealer to be used for each securities transaction for Fund accounts. In selecting brokers or dealers to execute transactions, Raging Capital is not obligated to solicit competitive bids and is not obligated to seek the lowest available brokerage commissions, mark-ups or other compensation (collectively, "Commissions"). In certain cases, Raging Capital may be paying more than "execution only" Commissions in which case Funds may be paying for research, brokerage or other services provided by the broker which are included in the Commissions. In these cases, Raging Capital will receive a benefit since Raging Capital otherwise would have to produce or pay for the research or other services directly. Raging Capital may have a conflict of interest in that it may have an incentive to select brokers or dealers because Raging Capital receives research, products or services rather than receiving the most favorable execution. Raging Capital believes it has procedures in place to control the risk associated with this conflict of interest which includes performing regular reviews of its brokers to determine that commissions paid are reasonable in relation to the value of the brokerage services received.

In selecting brokers and negotiating commission rates, Raging Capital will take into account the financial stability and reputation of brokerage firms, their execution quality and the research, brokerage or other services provided by such brokers. Raging Capital may place transactions with a broker or dealer that (i) provides Raging Capital with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to Funds or other products advised by Raging Capital (or an affiliate), if otherwise consistent with seeking best execution provided Raging Capital is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

### **Section 28(e) Safe Harbor**

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. It is Raging Capital's policy to only use "soft dollars" to obtain research and brokerage services that constitute research and brokerage within the meaning of Section 28(e). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy;



data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental to those services (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

In some instances, Raging Capital may receive a product or service that may be used only partially for functions within Section 28(e) (e.g. an order management system, trade analytical software or proxy services). In such instances, Raging Capital will make a good faith effort to determine the relative proportion of the product or service used to assist Raging Capital in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting Raging Capital in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Fund transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for directly by the Funds or Raging Capital, as appropriate

Although Raging Capital will make a good faith determination that the amount of Commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and, thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of “mixed use” products or services creates a potential conflict of interest between Raging Capital and its Funds because a specific Fund may pay for certain products and services that are not exclusively for the benefit of that Fund and instead may be primarily or exclusively for the benefit of Raging Capital and its employees. Raging Capital believes it has procedures in place to control the risk associated with this conflict of interest such as performing regular reviews of its brokers to determine that commissions paid are reasonable in light of the value of the brokerage services received and that the amount of trading is reasonable within Raging Capital’s investment strategy.

Raging Capital uses both proprietary research from various brokers as well as third-party research products which are paid for with soft dollars obtained from commissions paid to certain brokers. During the last fiscal year, soft dollar payments made on behalf of Raging Capital were for the following: real time stock quotes, market data, security or industry specific research, trading and research technology, valuation services, and independent equity research firms.

### **Trade Errors**

While Raging Capital's goal is to execute trades seamlessly in the best interests of the Funds it advises, errors can occur for a variety of reasons, and the required corrective measures may differ depending upon the nature of the error. When an error is made on behalf of a Fund's account, Raging Capital will use its best efforts to break or otherwise correct the trade as soon as practicable after discovery to ensure that Funds do not incur a loss.

It is Raging Capital's policy that a trade error that results in a gain to a Fund will remain in the Fund's account. Trade errors that are due to a good faith mistake by a member or employee of Raging Capital, and result in a loss to a Fund, will be assessed to the Fund's account. Trade errors that are due to gross negligence or willful misconduct by a member or employee of Raging Capital and result in a loss to a Fund will be indemnified by Raging Capital.

### **Item 13 – Review of Accounts**

Raging Capital's managing member, William C. Martin, monitors and reviews the Funds on a continual basis with a focus on ensuring the Funds adhere to their investment objectives and position limits.

ALPS is the independent third-party administrator to the Funds and records transactions on a daily basis. ALPS reconciles the records of the Funds with the Funds' prime brokers on a regular basis. Raging Capital reconciles its internal books with the Funds' prime brokers using its portfolio management system. These reconciliations ensure that portfolio management system and the prime brokers records are in agreement on a daily basis prior each trading day. Any discrepancies, including settlement issues, are addressed immediately and reported to the Firm's CFO and/or Controller for additional follow up, if required. Raging Capital reconciles position level data to ALPS in the portfolio management system.

The Firm's CFO and/or Controller conducts regular conference calls with ALPS to discuss the accounts and any pending items prior to month end. ALPS also prepares a month end accounting package for each Fund which reflects Fund specific holdings, profit and loss including realized and unrealized gains/losses, capital activity, investment related income and expenses and expense items as discussed in each Fund's official offering documents. The CFO reviews these statements, compares them to Raging Capital's internal records, and, once all discrepancies are resolved, signs off on the month end accounting package indicating his agreement.

Investors in Funds generally receive a monthly email, usually on or before the fifth business day following month end, from ALPS notifying them that their prior month's statement is available for viewing and download on ALPS' secure website. Investors also receive quarterly commentary from Raging Capital, which can be accessed through Raging Capital's password protected website. In addition, investors receive annual audited financial statements for the Funds within 120 days of year-end.

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

Raging Capital makes cash payments to third-party solicitors for referrals. When applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

As discussed in Item 12 – Brokerage Practices, Raging Capital executes transactions with a broker or dealer that (i) provides Raging Capital with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to Funds advised by Raging Capital, if otherwise consistent with seeking best execution provided Raging Capital is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

### **Item 15 – Custody**

While the disclosure requirements under this item are not applicable to Raging Capital, it should be noted that Raging Capital does have custody of the Funds' assets by virtue of the fact that Raging Capital acting as general partner or investment manager has the ability to access and control the assets of the Funds. Raging Capital satisfies its regulatory obligation with regards to Rule 206(4)-2 by ensuring that each Fund is subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

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

Raging Capital has full trading authority over all Fund accounts. Investment discretion authority is granted to Raging Capital contractually when an investor completes and signs a Fund's official subscription package. The Funds do not have any ability to limit Raging Capital's discretionary authority in any way.



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

Raging Capital has adopted Proxy Voting Policies and Procedures, which it believes are reasonably designed to ensure that proxies are voted in the best interest of its Funds and in accordance with its fiduciary duties and Rule 206(4)-6 under the Advisers Act. Raging Capital's policies and procedures contain procedures designed to address potential conflicts of interest that may arise between Raging Capital and its Funds which may include, but not limited to, information barriers and/or engaging a third party to independently advise how a particular proxy should be voted.

Raging Capital has sole and exclusive authority and responsibility to vote all proxies on behalf of its Funds. As such, Funds may not direct how Raging Capital should vote on a particular proxy. Because Raging Capital provides investment advice to commingled investment entities, individual investors in the Funds will not be able to direct Raging Capital on how to cast a proxy vote.

Raging Capital will provide a copy of the Proxy Voting Policies and Procedures and proxy voting record to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.

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

Raging Capital is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Funds, and has not been the subject of a bankruptcy petition at any time during the past ten years.

