

IXTHYS CAPITAL MANAGEMENT LLC  
(“*Ixthys*”)

FORM ADV, PART 2A  
(the “*Brochure*”)

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This Brochure provides information about the qualifications and business practices of Ixthys, a Relying Adviser of SunTx Capital Management Corp (“*SunTx*”). If you have any questions about the contents of this brochure, please contact us at (972) 663-8900. 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 Ixthys and SunTx also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Ixthys may refer to itself as a “registered investment adviser” or “*RIA*”. You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

## **Important Note About This Brochure**

This Brochure is not:

- an offer or agreement to provide advisory services to any person;
- an offer to sell interests or a solicitation of an offer to purchase interests in any investment product or vehicle advised by Ixthys;
- a complete discussion of the features, risks or conflicts associated with any account advised by Ixthys; or
- to be relied on in determining whether to invest in a Private Fund (as defined herein) or establish an advisory relationship with Ixthys.

As required by the Investment Advisers Act of 1940, as amended (the “*Advisers Act*”), Ixthys provides this Brochure to current and prospective clients and may also, in its discretion, provide this Brochure to current or prospective investors in a Private Fund, together with other relevant offering materials, prior to, or in connection with, such persons’ establishment or consideration of a client relationship or an investment in a Private Fund.

Persons who receive this Brochure (whether or not from Ixthys) should be aware that it is designed solely to provide information about Ixthys as necessary to respond to certain disclosure obligations under the Advisers Act. Therefore, the information in this Brochure may differ from information provided in the materials that govern an account or investor relationship such as an advisory contract or a Private Fund’s Governing Documents (as defined below).

More complete information about each Private Fund, as well as Ixthys’s investment management services in general, is included in relevant Governing Documents, which may be provided to current and eligible prospective clients or Investors (as defined below) only by Ixthys or another designated party. To the extent that there is any conflict between discussions herein and similar or related discussions in any Governing Documents, the relevant Governing Documents shall govern and control.

**In no event should this Brochure be considered to be an offer of interests in a Private Fund or relied upon in determining to invest. It is also not an offer of, or agreement to provide, advisory services directly to any recipient.**

## ITEM 2: MATERIAL CHANGES

Following is a discussion of the material changes to Ixthys's Brochure from the last annual amendment dated March 30, 2016:

### *Item 4 – Advisory Business*

- We have updated assets under management as of 12/31/16.

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

- We added disclosure regarding our Political Contribution policy.

*The information set forth in this brochure is qualified in its entirety by the applicable fund offering and/or governing documents. In the event of a conflict between the information set forth in this brochure and the information in the applicable offering and/or governing documents, such documents will control.*

*We encourage all clients and investors to carefully review this document in its entirety.*

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## ITEM 4: ADVISORY BUSINESS

### *Firm Overview*

Ixthys Capital Management, LLC (“***Ixthys***”) is a hedge fund investment management firm that was formed in 2013 to manage hedge funds. Ixthys currently manages, Ixthys Premium Alpha, LP (the “***Fund***”) and may in the future manage other hedge fund or parallel funds, (collectively, the “***Ixthys Funds***”). Ixthys is owned by SunTx Alternative Asset Management Corp., which is owned by Ned N. Fleming III, Mark R. Matteson and Craig J. Jennings. Ixthys is a sister firm to SunTx Capital Management Corp., which along with its affiliates (together the “***SunTx Entities***”), serves as investment manager to multiple private equity funds (“***SunTx Funds***”). Ixthys and the SunTx Entities have together filed a single Form ADV, and Ixthys is a “Relying Adviser” of SunTx. Ixthys and the SunTx Entities are subject to a unified compliance program administered by a single Chief Compliance Officer (“***CCO***”) and hold themselves out to current and potential investors as conducting a single advisory business.

The Ixthys Funds provide a complementary investment alternative to the SunTx Funds, focused on a low-volatility quantitative investment strategy using shorts and straddles on S&P 500 contracts. Ixthys serves as the investment manager to the Ixthys Funds, while Ixthys Premium Alpha GP, LP, an affiliate of SunTx and Ixthys, serves as the general partner to the Ixthys Fund.

As of December 31, 2016, Ixthys had approximately \$4,384,837 in discretionary gross assets under management. Ixthys does not currently manage any assets in a non-discretionary manner.

### *Nature of Clients and Investors*

The Ixthys Funds are the “***Clients***” of Ixthys. Ixthys does not have a separate client relationship with the investors or partners in the Ixthys Funds, which are referred to throughout this Brochure as “***Investors***.” The Ixthys Funds are U.S. limited partnerships that are not registered or required to be registered under the U.S. Investment Company Act of 1940 (the “***Investment Company Act***”) or the U.S. Securities Act of 1933 (the “***Securities Act***”) and are privately placed to qualified investors in the United States and elsewhere. See, also Item 7 below. Investors in the Funds generally may include high net worth individuals, wealth management firms, family offices, endowments and foundations, private retirement plans, financial institutions and other accredited investors and qualified clients.

### *Investment Mandates*

The Ixthys Funds are managed in accordance with the investment objectives, strategies and guidelines as set forth in the Funds’ confidential offering memorandum, organizational documents and other related documents (collectively “***Governing Documents***”) or investment agreement, and in all cases investments are selected on the basis of the Client’s investment needs and objectives.

The Ixthys Funds are not tailored to the individualized needs of any particular Investor, though the Funds may take into consideration the general characteristics (*e.g.*, tax status) of its target Investors when structuring their operations. An investment in an Ixthys Fund does not, in and of itself, create an advisory relationship between the Investor and Ixthys and Ixthys typically does not enter into separate advisory arrangements with any Investor. Therefore, each Investor must consider for itself whether an Ixthys Fund meets the Investor’s investment objectives and risk tolerance before investing in the Fund. Information about the Ixthys Funds is set forth in the Funds’ Governing Documents, which will be available to current and eligible prospective Investors only through Ixthys or another authorized party.

## ITEM 5: FEES AND COMPENSATION

### *Management Fees & Performance Allocation*

For its services, Ixthys is generally entitled to management fees at an annual rate of 1.5% of each Investor's capital account balance (the "**Management Fee**"), calculated each calendar quarter and paid quarterly in arrears. The management fee is calculated separately with respect to each Investor and is debited from each Investor's capital account. Capital contributions accepted after the commencement of a calendar quarter will be subject to a prorated Management Fee. Management Fees for the Ixthys Funds are set forth in each Fund's Governing Documents and investment management agreement. Ixthys may agree to a different negotiated Management Fee with any Investor or may, at its discretion waive Management Fees for certain Investors.

The general partner of the Ixthys Funds is entitled to a 20% performance-based profit allocation at the end of each calendar quarter equal to 20% per quarter of the amount by which each Fund's net profits allocated to the Investor's capital account for the current calendar quarter (after management fees) exceed the balance in such Investor's loss carry forward account for the then current calendar year (the "**Performance Allocation**"). Each Investor's loss carry forward account resets at the end of each calendar year, as further described in the Funds' Governing Documents. Net profit includes unrealized appreciation or depreciation of both marketable and non-marketable investments. The Performance Allocation is described in more detail in the Governing Documents for the Ixthys Funds. Ixthys may reduce or eliminate the Performance Allocation with respect to any Investor at its sole discretion.

### *Other Expenses*

In addition to the Management Fee and Performance Allocation, the Ixthys Funds bear other costs and expenses ("**Fund Expenses**") as described in the Funds' Governing Documents. If any fees, costs or expenses are incurred jointly for any Fund, and/or any other account or entity sponsored or managed by Ixthys, SunTx or our affiliates, those expenses will be allocated among such Funds or entities in a manner as we reasonably determine to be fair and equitable under the circumstances.

Fund Expenses may include, but are not limited to, the expense of fund organization and offering fund interests, including legal and accounting fees, printing costs, travel, "blue sky" filing fees and all costs, fees and expenses associated with the ongoing offering of Fund interests, provided that the Management Fee shall be reduced (but not below zero) by the amount of any placement or solicitation fees borne by the Fund. The Funds also are responsible for all costs and expenses directly related to the investment program, including research and due diligence costs; brokerage commissions and other execution and transaction costs; interest on and expenses arising out of debit balances or borrowings; exchange, clearing and settlement charges; fees and expenses of any third-party providers of "back-office" and "middle-office" services related to trade settlement; appraisal fees; investment banking fees and expenses; borrowing charges on investments sold short; prime brokerage expenses and custody fees; expenses related to proxies, underwriting and private placements; and fees of consultants and finders relating to investments or prospective investments of the Fund. The Funds are responsible for subscription fees, service contracts, related hardware, software, phone and internet charges and other expenses incurred in obtaining and maintaining performance, research, accounting and other information systems, including without limitation portfolio management, valuations, statistics, pricing and quotations services. The Funds are further responsible for all out-of-pocket costs related to Fund administration, including financial and tax accounting, bookkeeping and reporting services, audit expenses; and expenses associated with Investor reporting and meetings. The Funds are responsible for legal, governmental, regulatory, compliance, licensing, filing or registration fees or expenses incurred by the Fund, general partner or investment manager; costs of any litigation or investigation involving the Fund's activities; costs

associated with maintaining liability insurance for the benefit of the Fund, general partner, investment manager or other indemnified person; withholding or transfer taxes imposed on the fund.

The Ixthys Funds may pay Fund Expenses directly or may reimburse Ixthys or an affiliate for out-of-pocket expenses incurred on behalf of the Funds, including, among other things, travel, entertainment and other costs, including coach, business or first class travel on commercial transportation services, private aircraft or other public or private transportation services. The General Partner is responsible for salaries, office rent and other general overhead costs of the General Partner and Investment Manager.

Fund Expenses are charged to the capital account of each Investor as of the fiscal period during which such expenses were accrued by the Fund. Fund Expenses are generally borne pro rata by Investors in accordance with their respective capital account balances. Fund Expenses that are applicable only to certain Investors are only charged to the capital accounts of those Investors, pursuant to the terms of the Fund Governing Documents.

This section provides an overview of the general fees and expenses to which Ixthys Fund Investors are subject but is not an exhaustive list of all Fund Expenses. Fund Expenses are described more fully in the Ixthys Fund Governing Documents.

## ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As noted above, Ixthys Fund Investors generally pay a Performance Allocation to Ixthys that is tied to the performance of the relevant Investor's capital account. Ixthys's receipt of performance-based fees raises certain conflicts of interest, which are described below.

***Investment Selection.*** Performance-based fees and other arrangements where the incentive to achieve gains may exceed the disincentive to suffer losses may cause Ixthys to choose investments that are riskier or more speculative than might otherwise have been chosen.

To mitigate these conflicts, Ixthys management has invested substantial personal funds in the Ixthys Funds and the firm's policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed to the Clients and without consideration of Ixthys's (or its related persons') pecuniary, investment or other financial interests.

***Side-by-Side Management.*** The performance-based fees paid by the Ixthys Funds differs from the performance-based fees paid by the SunTx Funds. Such differences in fee structure could theoretically incent Ixthys or the SunTx Entities to favor one fund over another in its investment allocations.

This potential conflict is mitigated by the fact that the investment objective and strategy for the Ixthys Funds and the SunTx Funds are inherently different. Therefore, investments that are appropriate for the Ixthys Funds will generally not be appropriate for the SunTx Funds and vice versa. The investment objectives, strategy and guidelines for each Fund are set forth in the fund's Governing Documents.



## **ITEM 7: TYPES OF CLIENTS**

Ixthys provides investment management services solely to the Ixthys Funds, which are private funds, exempt from registration under the Investment Company Act and Securities Act.

Investors in the Ixthys Funds are generally high net worth individuals and institutional investors that are “accredited investors” and “qualified purchasers” (if required pursuant to the fund’s exemption), within the meaning of the Securities Act and the Investment Company Act, respectively.

The Ixthys Funds require a minimum investment of \$1 million as set forth in the Funds’ Governing Documents. This minimum investment is subject to discretion, and Ixthys or its affiliates may permit investments of a smaller amount generally or with respect to any Investor.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Following is a summary of the investment strategies and risks involved in Ixthys's investment activities. Investors and potential investors should review the Fund Governing Documents for a more comprehensive discussion of the relevant risks associated with investing in the Ixthys Funds.

### ***Methods of Analysis and Investment Strategies***

The Ixthys Funds utilize quantitative investment analysis. The investment objective of the Ixthys Fund is to both buy and sell put and call options simultaneously, with the primary emphasis on selling, so that at any point in time either the put or the call will be profitable. This strategy seeks to limit the Funds' risk of price moves in the underlying security and take advantage of the historic overpricing of these instruments over time. Most of the derivative positions will be 30 days or less.

Depending on conditions and trends in the securities markets and the economy in general, the General Partner and the Investment Manager may pursue any objectives, employ any investment techniques or purchase any type of security that they consider appropriate and in the best interests of the Funds.

### ***Investment Risks***

The Ixthys Funds' investment activities involve a significant degree of risk. The investment strategy is based upon numerous assumptions and opinions of the General Partner and Investment Manager concerning world financial markets and other matters, the accuracy of which cannot be assured. There can be no assurance that the Ixthys Funds investment strategy will achieve profitable. Accordingly, an investment in the Ixthys Funds should only be considered by persons who can afford a loss of their entire investment. Investments in the Ixthys Funds involve a number of material risks including (but not limited to) the following:

*Limited Operating History.* The Ixthys Funds each were newly-formed entities at the time of initial investment that did not have operating histories for prospective investors to evaluate prior to making an investment.

*Investment Judgment; Market Risk.* The profitability of a significant portion of the Ixthys Funds' 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 the Investment Manager will be able to predict accurately these price movements. With respect to the investment strategy utilized by the Ixthys Funds, there is always some, and occasionally a significant, degree of market risk.

*Reliance on Ixthys Professionals.* The success of the Ixthys Funds may depend, in substantial part, upon the skill and expertise of the investment professionals of Ixthys. There can be no assurance that these Ixthys investment professionals will continue to be associated with Ixthys throughout the life of the Ixthys Funds.

*Short Sales.* The Ixthys Funds may enter into transactions, known as "short sales," in which they sell securities they do not own in anticipation of a decline in the market value of the security. Short sales by the Ixthys Funds that are not made "against the box" theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. The Ixthys Funds may mitigate such losses by replacing the securities sold short before the market price has increased significantly. Under adverse market conditions, the Ixthys Funds might have difficulty purchasing securities to meet their short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet

their short sale obligations at a time when fundamental investment considerations would not favor such sales.

*Derivatives.* Derivative instruments, or “derivatives,” include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the Funds to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom the Funds contract for the purpose of making derivative investments (the “*Counterparty*”). In the event of the Counterparty’s default, the Ixthys Funds will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts they are contractually entitled to receive.

*Foreign Securities.* Investments in foreign securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar (the currency in which the books of the Funds are maintained) and the various foreign currencies in which the Funds’ portfolio securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and foreign securities markets, including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; (iv) imposition of foreign income, withholding or other taxes; and (v) the extension of credit, especially in the case of sovereign debt.

*Leverage.* Subject to applicable margin and other limitations, the Ixthys Funds may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the Funds’ portfolio would be amplified. Interest on borrowings will be a portfolio expense of the Funds and will affect the operating results of the Funds. Also, the Funds could potentially create leverage via the use of instruments such as options and other derivative instruments.

*Options.* Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market’s perception as to the future price behavior of the underlying asset or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor’s entire investment (*i.e.*, the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (*i.e.*, sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

*Futures Contracts.* A portion of the Ixthys Funds' capital may be invested in futures contracts or other commodities interests. Futures prices are highly volatile. Because of the low margin deposits normally required in futures trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the investor. Like other leveraged investments, any purchase or sale of a futures contract may result in losses in excess of the amount invested.

*Index Contracts.* The Ixthys Funds may, but are not required to, utilize various other instruments to hedge against the risk of changes in the level of prices of broad market averages or indices, as well as narrower indices or baskets of securities. These hedging strategies may be executed through the use of exchange-traded equity index options or futures contracts or options thereon, standardized or individually negotiated over-the-counter contracts or other forms of derivative contracts (collectively, "***index contracts***").

Index contracts have risks associated with them including possible default by the other party to the transaction, illiquidity and, to the extent the Manager's views as to certain market movements is incorrect, the risk that the use of such index contracts could result in losses greater than if they had not been used. Moreover, the lack of complete correlation between price movements of index contracts and price movements in the Funds' portfolios creates the possibility that losses in the value of such portfolios may be greater than the gain on the hedging instrument (or that a gain in the Funds' portfolio positions may be less than the loss on the hedging instrument). In addition, futures and options markets may not be liquid in all circumstances and certain over-the-counter index contracts may have no markets. As a result, in certain markets, the Ixthys Funds might not be able to close out a transaction without incurring substantial losses, if at all. Although the successful use of index contracts for hedging should tend to reduce the risk of loss due to a decline in the value of the hedged position, at the same time such transactions would tend to limit any potential gain, which might result from an increase in value of such position.

*Exchange Traded Funds and Other Similar Instruments.* Shares of exchange traded funds ("***ETFs***") and other similar instruments may be purchased or sold short by the Ixthys Funds. An ETF is an investment company that is registered under the Investment Company Act that holds a portfolio of common stocks designed to track the performance of a particular index. ETFs sell and redeem their shares at net asset value in large blocks (typically 50,000 of its shares) called "creation units." Shares representing fractional interests in these creation units are listed for trading on national securities exchanges and can be purchased and sold in the secondary market in lots of any size at any time during the trading day.

Instruments the Ixthys Funds may purchase that are similar to ETFs represent beneficial ownership interests in specific "baskets" of stocks of companies within a particular industry sector or group. These securities may also be listed on national securities exchanges and purchased and sold in the secondary market, but unlike ETFs, are not registered as investment companies under the Investment Company Act.

Investments in ETFs and other instruments involve certain inherent risks generally associated with investments in a broadly-based portfolio of stocks including the risk that the general level of stock prices may decline, thereby adversely affecting the value of each unit of the ETF or other instrument. In addition, an ETF may not fully replicate the performance of its benchmark index because of the temporary unavailability of certain index securities in the secondary market or discrepancies between the ETF and the index with respect to the weighting of securities or number of stocks held. Because ETFs and pools that issue similar instruments bear various fees and expenses, the Funds' investment in these instruments will involve certain indirect costs, as well as transaction costs, such as brokerage commissions. The Investment Manager considers the expenses associated with an investment in determining whether to invest in an ETF or other instrument.

*Costs Associated with ETF Investments.* Investment managers of ETFs selected by the Investment Manager will generally be entitled to a fee based on net assets under management. Any such fees charged by an investment manager of an ETF in which the Funds invest are in addition to the Management Fee of the Investment Manager and the Performance Allocation of the General Partner and will reduce the Funds' assets accordingly.

*Turnover.* The Ixthys Funds may invest on the basis of short-term market considerations. The portfolio turnover rate of the Funds may be significant, potentially involving substantial brokerage commissions and fees.

*Investment Authority.* Substantially all decisions with respect to the management of the Ixthys Funds are made by the General Partner and the Investment Manager. Limited Partners have no right or power to take part in the management of the Ixthys Funds. In the event of the withdrawal or bankruptcy of the General Partner, generally the Ixthys Funds will be liquidated.

*Withdrawal Restrictions.* There are severe restrictions on withdrawals from the Ixthys Funds (which may be settled in securities rather than cash) and on transfers of Interests. The prior written consent of the General Partner is required for a transfer of the Interest of any Limited Partner. Because of the restrictions on withdrawals and transfers, an investment in the Ixthys Funds is a relatively illiquid investment and involves a high degree of risk. A subscription for Interests should be considered only by persons financially able to maintain their investment and who can accept a loss of all of their investment.

*No Distributions.* Since the Ixthys Funds do not generally intend to pay distributions, an investment in a Fund is not suitable for an investor seeking current distributions of income. Moreover, an Investor is required to report and pay taxes on its allocable share of income from the Ixthys Funds, even though no cash is distributed by such fund.

*In-Kind Distributions.* The Governing Documents authorize the General Partner to make distributions in-kind of securities in lieu of or in addition to cash. In the event the General Partner makes distributions of securities in-kind, such securities could be illiquid or subject to legal, contractual and other restrictions on transfer.

*Diversification.* Since the Ixthys Funds' portfolios will not necessarily be widely diversified, the portfolios may be subject to more rapid changes in value than would be the case if the Funds were required to maintain a wide diversification among companies, securities and types of securities.

*Valuations.* From time to time, certain situations affecting the valuation of the Ixthys Funds' investments could have an impact on the net asset value of the Ixthys Funds, particularly if prior judgments as to the appropriate valuation of an investment should later prove to be incorrect after a net asset value-related calculation or transaction is completed. The Funds are not required to make retroactive adjustments to prior subscription or withdrawal transactions or Management Fees or Performance Allocations based on subsequent valuation data.

*Non-Public Information.* From time to time, the Investment Manager may come into possession of non-public information concerning specific companies. Under applicable securities laws, this may limit the Investment Manager's flexibility to buy or sell portfolio securities issued by such companies. The Ixthys Funds' investment flexibility may be constrained as a consequence of the Investment Manager's inability to use such information for investment purposes.

*Commodities and Futures Regulation.* The Ixthys Funds may trade on a limited basis in commodities and futures. Such trading activity is regulated by the Commodity Futures Trading Commission (the "CFTC").

Pursuant to an exemption from registration under CFTC regulations, the General Partner is not required to register, and is not registered, with the CFTC or the National Futures Association (“*NFA*”) as a commodity pool operator (a “*CPO*”) or as a commodity trading advisor (“*CTA*”). To comply with the exemption, the General Partner is subject to specific limitations on the amount of commodities and futures that it can trade on behalf of the Ixthys Funds. Should the Ixthys Fund’s investments in commodities or futures instruments exceed the limits provided by the applicable exemption from registration, the General Partner will either have to register with the NFA or cease providing commodity interest trading advice to such fund and liquidate such fund’s holdings of commodities and futures which could result in losses and additional costs to such fund.

*Broker Insolvency Risk.* Transactions entered into by the Ixthys Funds may be executed on various U.S. and non-U.S. exchanges, and may be cleared and settled through various clearing houses, custodians, depositories, broker-dealers and prime brokers throughout the world. While U.S. rules and regulations applicable to these brokers may offer significant protections to the assets of their clients if one of them were to become insolvent, the assets of the Ixthys Funds held at such broker could be at risk.

The assets of the Funds also may be held by non-U.S. brokers. Although certain non-U.S. jurisdictions provide similar protections to client assets, there can be no assurance that the Funds will not experience losses in any insolvency of such a non-U.S. broker. The Investment Funds will attempt to execute, clear and settle transactions through entities that the Investment Manager believes to be sound, but there can be no assurance that a failure by any such entity will not lead to a loss to the Ixthys Funds. In addition, the Securities and Exchange Commission, other regulators, self-regulatory organizations and exchanges in the United States and other countries are authorized to take extraordinary actions in the event of market emergencies. Such actions could lead to a loss as a result of delay in settling transactions or other circumstances.

*Counterparty Risk.* The Ixthys Funds are subject to the risk that counterparties of derivative contracts and other instruments in which they invest and trade may default on their obligations under those instruments and that certain events may occur that have an immediate and significant adverse effect on the value of those instruments. Some of the markets in which the Ixthys Funds effect their transactions are over-the-counter or inter-dealer markets. The participants in such markets are typically not subject to credit evaluation by an exchange or clearing organization and regulatory oversight, as are members of exchange-based markets. The Ixthys Funds therefore are exposed to a greater risk that a counterparty will not timely settle a transaction or otherwise perform its obligations in accordance with contractual 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 Ixthys 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 Ixthys Funds have concentrated their transactions with a single or small group of counterparties. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement of positions and segregation and minimum capital requirements applicable to intermediaries. Although the Ixthys Funds intend to enter into transactions only with counterparties that the Investment Manager believes to be creditworthy, will attempt to reduce the Ixthys Funds’ exposure by obtaining collateral in appropriate cases and will pursue any available remedies under any of these contracts, there can be no assurance that a counterparty will not default and that the Funds will not sustain a loss on a transaction as a result. The Ixthys Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Concentration of transactions with a limited number of counterparties could increase the potential for losses. The Ixthys Funds are subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses.

*Cybersecurity Risks.* We, the Funds and our respective affiliates and service providers depend on information technology systems and, notwithstanding the diligence that we or our affiliates may perform on its or the Fund's (or any other clients) service providers, it may not be in a position to verify the risks or reliability of such information technology systems. We, the Funds and our respective affiliates and service providers are subject to risks associated with a breach in cybersecurity. "Cybersecurity" is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. We, our affiliates and our information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although we have implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, we or an affiliate may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in our, a Fund's or any of our respective affiliates' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm our or our affiliates' reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect its business and financial performance. Such damage or interruptions to information technology systems may cause losses to the Funds or individual investors by interfering with the operations of us and our affiliates (or their service providers). The Funds may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, 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 the Funds us and our respective affiliates to civil, legal or regulatory liability as well as regulatory inquiry and/or action, and the Funds may be required to indemnify us and our affiliates against any losses incurred in connection therewith. Cybersecurity issues and risks are currently a major focus area of the SEC and other regulatory authorities.

**THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE DESCRIPTION OF ALL OF THE RISKS ASSOCIATED WITH THE INVESTMENT STRATEGIES OF, OR THAT ARE APPLICABLE TO, THE FUNDS.**

## **ITEM 9: DISCIPLINARY INFORMATION**

Ixthys is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ixthys or the integrity of Ixthys's management.

Ixthys has no information to disclose in response to this Item.



## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

***SunTx Entities.*** As noted in Item 4, Ixthys is affiliated with SunTx, SunTx II, SunTx III, and SunTx SBIC, which are private equity fund managers to the SunTx Funds. Ixthys, along with SunTx II and SunTx SBIC, are each “Relying Advisers” of SunTx, and their activities and the activities of their employees and the persons acting on their behalf, are subject to SunTx’s supervision and control. Ixthys and the SunTx Entities are each subject to the Advisers Act and operate under a unified compliance program administered by a single compliance officer in accordance with the Advisers Act. Ixthys and the SunTx Entities share the same office space and personnel. Therefore, certain employees will share their time between Ixthys and SunTx activities.

***General Partners.*** As described in Item 4, Ixthys Premium Alpha GP, LP, serves as the general partner to the Ixthys Funds. Ixthys GP, LLC serves as the general partner to Ixthys Premium Alpha GP, LP. Ixthys is further affiliated with several other entities that serve as the general partner to one or more of the SunTx Funds.

***Private Funds.*** As noted in Item 4, the SunTx Funds are sister funds of the Ixthys Funds. Ixthys is also affiliated with certain acquisition or co-investment vehicles formed by the SunTx Entities to acquire portfolio companies in the SunTx Funds. Investors in the Ixthys Funds may also invest in the SunTx Funds, to the extent that they are eligible. Neither Ixthys nor SunTx is under any obligation to make these investments available, investments may not be appropriate for every Investor, and persons offered the opportunity to invest in the Ixthys or SunTx Funds recognize that Ixthys and SunTx are making the opportunity available based solely on its knowledge of the Investor’s eligibility for such Fund. Neither Ixthys nor SunTx will consider whether the investment is appropriate for the Investor and neither is providing investment advice in making the opportunity available. Investors should consider all available information about such Funds, in light of their particular circumstances, prior to making an investment and, as a result, not all persons offered this opportunity will choose to invest. Further information about the Ixthys Funds, SunTx Funds, and their investments, can be found in the Governing Documents, which are made available to current and qualified prospective Investors.

***Other Activities.*** Employees are generally expected to devote their full professional time and efforts to the business of the Ixthys, SunTx and their affiliates and avoid activities that could present actual or perceived conflicts of interest. Ixthys Principals may engage in other business activities, as described in the Governing Documents for the Ixthys Funds. Certain officers of Ixthys serve (and may in the future serve) as directors, officers or committee members of various SunTx Portfolio Companies. Employees must generally obtain prior approval from the CCO for outside activities. Ixthys principals and employees may have personal and family investment entities and may invest in public or private investments, which are unrelated to the investment activities of Ixthys or the Ixthys Funds. Any personal investment activities must be consistent with the Company’s Code of Ethics. Please refer to Item 11 - Code of Ethics for a further discussion on potential conflicts of interest.

***Other Registrations.*** Ixthys has filed an exemption from registration as a commodity pool operator or commodity trading advisor with the Commodities Futures Trading Commission (“*CFTC*”). Neither Ixthys, nor any of the SunTx Entities, nor any of the management persons of such entities is registered, or has an application pending to register as a securities broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator or commodity trading advisor.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Ixthys and the SunTx Entities advise multiple private funds that have various investment objectives, guidelines and strategies, as set forth in the Governing Documents for each Fund. The investment objective and strategy of the two Ixthys Funds are the same and the funds will be managed *pari passu* to eliminate potential conflicts between the funds. The investment objectives and strategies of the Ixthys Funds are inherently different than the SunTx Funds and the Funds do not invest in the same securities.

Ixthys, the SunTx Entities and their affiliates, along with their respective personnel, may invest or otherwise have an interest, either directly or indirectly, in the Ixthys Funds, the SunTx Funds and/or securities held by the Ixthys Funds or SunTx Funds. Ixthys and the SunTx Entities have implemented policies and procedures relating to personal securities transactions and insider trading that are designed to identify potential conflicts of interest, to prevent or mitigate actual conflicts of interest and to resolve conflicts appropriately, if they do occur.

Neither Ixthys, the SunTx Entities, nor any affiliate may engage in any principal transaction with a Client unless it complies with applicable law and relevant policies and procedures, including required written disclosure and consent.

### ***Code of Ethics***

Ixthys's and the SunTx Entities' Code of Ethics was adopted to govern personal transactions by supervised persons and to assure that their interests do not conflict with the interests of Clients or, as applicable, Investors in Ixthys Funds and SunTx Funds. As such, the Code of Ethics includes: (i) standards of business conduct, requiring that supervised persons comply with relevant provisions of the federal securities laws and the fiduciary duties an investment adviser owes to its clients; (ii) personal securities transaction policies governing the personal investment activities of relevant personnel and requiring the submission by access persons of reports regarding their personal trading accounts and activities; and (iii) an insider trading policy.

Currently, all employees, officers, directors and principals are considered to be "Access Persons" for purposes of the Code of Ethics. Personnel who fail to observe the Code of Ethics and related compliance policies risk serious sanctions, including dismissal and personal liability.

### ***Personal Securities Transactions Policy***

The Code of Ethics also includes a personal securities transactions policy, which imposes certain requirements and restrictions with respect to personal trading and investment activity by Access Persons. In particular, the Code requires Access Persons to obtain the approval of the CCO prior to investing in initial public offerings ("*IPOs*") and private placements. The firm maintains and periodically updates a Restricted List, to reflect actual or potential investment activities of the Clients or other receipt of potential material non-public information. Access Persons are prohibited from investing in securities listed on the firm's Restricted List without prior approval by the CCO. Access Persons are further prohibited from buying or selling any security that is held by or under consideration for purchase or sale by the Ixthys Funds. In appropriate circumstances the CCO may grant waivers to Code of Ethics restrictions.

### ***Insider Trading Policy***

Ixthys and its related persons may, from time to time, come into possession of material nonpublic and other confidential information, which, if disclosed, might affect an investor's decision to buy, sell or hold

a security. Under applicable law, Ixthys may be prohibited from improperly disclosing or using such information for its personal benefit or for the benefit of any other person, regardless of whether that other person is a Client. Accordingly, should Ixthys come into possession of material nonpublic or other confidential information with respect to any company, it may be prohibited from communicating that information to, or using that information for the benefit of its Clients, and have no obligation or responsibility to disclose such information to, nor responsibility to use that information for the benefit of, the Clients when following policies and procedures designed to comply with law. Accordingly, the firm's Code of Ethics establishes procedures to prevent the misuse of material nonpublic information by supervised persons.

### ***Reporting Requirements under the Code***

To assist in monitoring personal trading activities in order to detect potential conflicts of interest or violations of the Code of Ethics, fiduciary duty or applicable law, Access Persons must provide periodic reports with respect to personal securities transactions, holdings and accounts, including annual reports of holdings in certain, reportable securities and quarterly reports of their personal transactions in reportable securities. These reports are submitted to and reviewed by the CCO or the CCO's designee.

### ***Gifts and Entertainment***

Employees may on occasion accept gifts or invitations to entertainment but must always act in the best interest of Ixthys and its Clients and avoid any activity that might create an actual or perceived conflict of interest or impropriety in the course of the firm's business relationships. The firm's gifts and entertainment policy implements internal controls to monitor such activity, which include (among others):

- Requiring employees to obtain pre-clearance from the CCO before accepting gifts and entertainment of significant value; and
- Prohibiting more than four gifts or entertainment given or sponsored by the same person or entity without pre-approval from the CCO.

### ***Political Contributions***

Employees may on occasion make political or charitable contributions. Employees are required to seek prior approval before making political contributions to any political official, candidate for political office, political party or political action committee ("**PAC**"). Political contributions are generally permitted except where such contributions may raise issues under the pay-to-play rule.

## ITEM 12: BROKERAGE PRACTICES

The Ixthys Funds have engaged ConvergeEx Prime Services, LLC (“**ConvergeEx**”), a member company of ConvergeEx Group, to provide prime services including clearing, trading, and brokerage to Ixthys. They also provide the banking introduction to Goldman Sachs, (“**Goldman**”) the custodian of Fund assets. Ixthys is responsible for the placement of portfolio transactions for the Ixthys Funds and the negotiation of any commissions or spreads paid on such transactions. Ixthys has sole discretion for selecting broker-dealers to execute portfolio transactions. Until the Ixthys Funds are of sufficient size to generate substantial trading volumes and negotiate commission rates and other brokerage services, generally all portfolio transactions will be executed through ConvergeEx as the prime broker. Portfolio transactions normally will be effected through the prime broker on securities exchanges or directly with the issuer, or through an underwriter, or market maker or other dealer for the investments. Portfolio transactions through brokers involve a commission to the broker. Portfolio transactions with dealers typically are priced to include a spread between the bid and the asked price to compensate the dealer.

In determining which broker-dealer generally provides the best available price and most favorable execution, Ixthys will consider a totality of circumstances, including the broker-dealer’s research capabilities and the success of prior research recommendations, ability to efficiently execute difficult trades (such as those in illiquid markets or trades of substantial size), the broker’s risk in positioning a block of securities, commitment of capital, nature and frequency of sales coverage, depth of services provided, including economic or political coverage, arbitrage and option operations, back office and processing capabilities, financial strength, stability and responsibility, efficiency, reputation, access to markets, confidentiality, commission rate, responsiveness to the Investment Manager and the value of research and brokerage and research products and services provided by such brokers.

Ixthys may execute trades with brokers and dealers with which Ixthys or the Ixthys Funds have other business relationships, including prime brokerage, credit relationships and capital introduction or investments by affiliates of the broker-dealers in an Ixthys Fund. Ixthys may also execute trades with brokers and dealers with which a SunTx Entity or the SunTx Funds have other business relationships, including investment banking, placement agent, or other services on behalf of the SunTx Funds and/or Portfolio Companies.

**Soft Dollars.** ConvergeEx provides an online trading system that Ixthys utilizes on behalf of the Ixthys Funds to place trades and maintain trading records. Ixthys does not pay a separate fee for this trading system; the cost of such service is paid through brokerage commissions and trading costs for trades executed with ConvergeEx.

ConvergeEx and other broker-dealers may provide research, including written or oral proprietary research. Broker-dealers may also provide research products that include software and related support services for use in research and trading, quotation boards, computer databases and quotation equipment, in each case to access research or which provide research directly. Research services may include, among other things, research concerning market, economic and financial data, statistical information, data on pricing and availability of securities, financial publications, attendance at conferences and meetings, electronic market quotations, performance measurement services, analyses and/or due diligence concerning specific securities, companies or sectors, including due diligence on specific aspects of a company’s operations or finances, analyses on issues raised in proxy statements and market, economic and financial studies and forecasts. Research services may be in written or oral form or on-line and may be produced by broker-dealers or third parties such as attorneys, accountants or consultants. Brokerage products and services may include certain order management system components and order routing.

In selecting broker-dealers on the basis of the foregoing factors, Ixthys may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction. Research

received from brokers will be supplemental to Ixthys's own research efforts. While the receipt of research will not reduce Ixthys's normal research activities, Ixthys's expenses could increase materially if it attempted to generate such additional research or brokerage services through its own staff, and Ixthys's fee will not be reduced as a consequence of the receipt of such research or brokerage services or products or other services. As such, Ixthys's arrangements for the receipt of research and brokerage services from brokers may create a conflict of interest, in that the Ixthys may have an incentive to choose a broker-dealer that provides research and brokerage services, instead of one that does not but charges a lower commission rate. In some instances, Ixthys may receive products and services that may be used for both research and non-research purposes.

***Brokerage for Client Referrals.*** ConvergeEx may provide capital introduction or other placement services to the Ixthys Funds with or without separate charges for such services.

### ITEM 13: REVIEW OF ACCOUNTS

**Reviews.** The Ixthys Funds pursue an active trading strategy. As such, Ixthys engages in an ongoing daily review of the Ixthys Funds' portfolio and market activity.

**Reports.** Ixthys Fund Investors receive monthly performance reports, which show capital account activity, profits and losses, management and incentive fees. Investors also receive audited financial statements prepared in accordance with GAAP annually within 120 days after the end of the Fund's fiscal year. Investors also receive annual capital account and tax-reporting information (*i.e.*, Form K-1).

Representatives of Ixthys may be made available for discussions with Investors on a periodic or agreed upon basis.

#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

The Ixthys Funds utilize the services of one or more prime brokers, which may provide capital introduction or other placement services to the Ixthys Funds with or without separate charges for such services. The Ixthys Funds do not currently have any arrangements with other third-party placement agents or solicitors.

Neither Ixthys nor any affiliate receives any economic benefit from a non-client for providing investment advice or other advisory services to the Ixthys Funds.

## **ITEM 15: CUSTODY**

Due to its affiliation with the General Partner for each Ixthys Funds, Ixthys is generally deemed to have custody of Client funds and securities for purposes of Rule 206(4)-2 under the Advisers Act.

In order to comply with Rule 206(4)-2, Ixthys utilizes the services of qualified custodians (as defined under Rule 206(4)-2) to hold Clients' assets, to the extent required by the Rule. Ixthys ensures that each qualified custodian maintains these assets in an account that contains only Fund assets, under the Fund's name. In accordance with Rule 206(4)-2, Ixthys has (i) engaged an independent auditor to audit each Ixthys Fund at the end of each fiscal year and (ii) distribute the results of the audit in audited financial statements that are prepared in accordance with generally accepted accounting principles to all Investors within 120 days after the end of the fiscal year for each Ixthys Fund. Generally, the auditor engaged to conduct the fund audit must be subject to inspection by the Public Company Accounting Oversight Board ("PCAOB"). However, the SEC provided, in a no-action letter to Robert Van Grover, Esq., Seward & Kissel, LLP, dated October 4, 2016, that as long as such auditor was registered with the PCAOB and was engaged to audit the financial statements of a broker or a dealer as of the commencement of the professional engagement period of the respective engagement and as of each calendar-year end, the auditor need not be subject to inspection by the PCAOB. The auditor engaged to conduct the audit of the Ixthys Fund is registered with, but not subject to inspection by, the PCAOB; however, it does have engagements to audit financial statements of broker-dealers. Therefore, the auditor qualifies to conduct an audit of the Ixthys Fund in connection with Rule 206(4)-2.



## **ITEM 16: INVESTMENT DISCRETION**

Ixthys provides investment advisory services to the Ixthys Funds on a discretionary basis, subject to the overall supervision of the General Partner. The investment objectives and restrictions of the Ixthys Funds are set forth in the relevant Governing Documents. Investors in the Ixthys Funds do not have authority to impose any restrictions upon Ixthys's discretionary authority. However, Ixthys may, under certain circumstances, enter agreements or side letters with Investors that limit certain fund investments to address specific legal, regulatory, tax or policy restrictions of the Investor.

Each Ixthys Fund Investor will generally grant the general partner thereof a limited power of attorney to enable the General Partner to execute the applicable partnership agreement and perform certain other activities in connection therewith on its behalf.

## ITEM 17: VOTING CLIENT SECURITIES

Investors in the Ixthys Funds cannot direct how proxies for securities held in the Funds are voted and therefore Ixthys is generally responsible for voting proxies with respect to securities held in the Ixthys Funds. The Ixthys Funds generally invest in options and futures contracts on a securities index but do not directly hold equity securities. Therefore, the Funds generally do not vote proxies. However, Ixthys has adopted Proxy Voting Policies and Procedures (the “**PVPs**”). These PVPs provide that, in the event Ixthys is in a position to vote proxies and deems it in the Clients’ best interest to do so, it will vote such proxies based on what it considers to be in the best financial interest of the Ixthys Funds and Fund Investors.

Ixthys Fund Investors may receive a copy of the PVPs, as well as information on how proxies were voted for the Ixthys Funds by request.

## **ITEM 18: FINANCIAL INFORMATION**

Ixthys is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients.