

PART 2A OF FORM ADV: FIRM BROCHURE

ARMISTICE

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This brochure provides information about the qualifications and business practices of Armistice Capital, LLC (“Armistice”). If you have any questions about the contents of this brochure (the “Brochure”), please contact the Chief Compliance Officer, Evan Thomas at (212) 231-4930 or ethomas@armisticecapital.com. 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 Armistice also is available on the SEC’s website at www.adviserinfo.sec.gov.

Armistice is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). SEC registration does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

Armistice is updating its Brochure as of July 9, 2015 as part of an other-than-annual amendment filing. The following is a summary of the material changes made since Armistice submitted its initial Brochure filing on June 26, 2015:

- Effective July 7, 2015, Armistice moved its offices from 623 Fifth Avenue, 31st Floor, New York, NY 10022 to 510 Madison Avenue, 22nd Floor, New York, NY 10022.

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ITEM 4 – ADVISORY BUSINESS

Armistice Capital, LLC (“Armistice”), a Delaware limited liability company, is an investment management firm located in New York that commenced operations on May 1, 2012. Steven J. Boyd (the “Managing Member”) is Armistice’s principal and sole owner. Armistice provides discretionary investment advisory services to private investment funds (the “Funds”), which include: Armistice Capital Fund LP, a Delaware limited partnership that launched on July 1, 2012 (the “Domestic Fund”); Armistice Capital Offshore Fund Ltd., an exempted company incorporated under the laws of the Cayman Islands that launched on August 1, 2012 (the “Offshore Fund”); and Armistice Capital Master Fund Ltd., an exempted company incorporated under the laws of the Cayman Islands (the “Master Fund”).

The Domestic Fund and the Offshore Fund invest substantially all of their assets in the Master Fund, through a master-feeder fund structure.

It should also be noted that Armistice Capital GP, LLC (the “General Partner”), an affiliate of Armistice, is also solely owned by Mr. Boyd and acts as General Partner to the Domestic Fund.

The Domestic Fund and the Offshore Fund, through their investments in the Master Fund, will seek to achieve long-term capital appreciation by employing an opportunistic global long/short strategy for investing in distressed debt, value equities and event equities. In all of its investing activities, the Funds will seek to emphasize capital preservation and will seek to mitigate risk through various hedging strategies at both the position and portfolio levels. To achieve this objective, the Funds will seek to focus on strategic value, event, and thematic investment opportunities (both long and short) in a variety of industries. It should be noted that the Funds may invest a portion of their assets in illiquid investments, including without limitation, investments in securities of non-public companies.

While it is anticipated that the Funds will invest primarily in equities and equity-related securities in the both the U.S. and non-U.S. markets, Armistice has broad and flexible investment authority.

The Funds have entered into and may in the future enter into agreements (“Side Letters”) with certain prospective or existing investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the respective Fund’s offering documents. The modifications are solely at the discretion of Armistice and may, among other things, be based on the size of the investor’s investment in the Funds, an agreement by an investor to maintain such investment in the Funds for a significant period of time, or other similar commitment by an investor to the Funds.

As of April 30, 2015, Armistice manages approximately \$319,700,000 of regulatory assets on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

The fee schedules for the Funds are described in detail in each of the respective Fund's offering memorandum. As a general matter, Armistice (or an affiliate) is paid an annual asset-based fee (the "Management Fee") and, in some cases, receives performance compensation (the "Incentive Allocation").

The Funds will pay to Armistice a quarterly management fee calculated at an annual rate of 1.5% of each investor's capital account (the "Management Fee"). The Management Fee will be paid quarterly in advance, based on the value of each investor's capital account, as of the first business day of each calendar quarter. The Management Fee will be prorated for any period that is less than a full quarter and will be adjusted for contributions and withdrawals/redemptions made during the quarter. The Master Fund may, as determined by the Master Fund's board of directors and with the consent of Armistice, pay the Management Fee, and in such case, no Management Fee will be paid at the Domestic Fund/Offshore Fund level.

At the end of each fiscal year (December 31), the General Partner, as the holder of certain allocation class shares in the Master Fund, will receive at the Master Fund level an annual incentive allocation equal to 20% of the net profits (including realized and unrealized gains and losses) attributable to each investor's capital account, if any, subject to a loss carryforward provision (the "Incentive Allocation"). When calculating the Incentive Allocation at the Master Fund level, net profits will be reduced by the Management Fee, and all items of income, loss and expenses incurred at the Domestic Fund/Offshore Fund level will be taken into account. The Domestic Fund/Offshore Fund may pay the Incentive Allocation at the feeder fund level, and in such case, no Incentive Allocation will be paid at the Master Fund level.

In the event that an investor withdraws/redeems capital (in whole or in part) or retires at any time other than at the end of a fiscal year, the deduction of the Incentive Allocation will be made with respect to such investor as though the withdrawal/redemption was being made at the end of a fiscal year.

Under a loss carryforward provision, no Incentive Allocation will be made from the capital account of a particular investor until any net loss previously allocated to the capital account of such investor has been offset by subsequent net profits. Any such loss carryforward will be subject to reduction for withdrawals/redemptions on a pro rata basis.

The General Partner/Armistice has and may continue to waive or modify the Management Fee and/or Incentive Allocation for investors that are members, employees or affiliates of the General Partner or the Investment Manager, relatives of such persons, and for certain other investors.

Armistice deducts applicable fees from each investor's capital account. Investors do not have the ability to choose to be billed directly for fees incurred.

The Funds will pay the Management Fee; Fund legal, compliance, administrator, audit and accounting expenses (including third party accounting services); organizational expenses; portfolio risk monitoring and risk analysis services; investment expenses such as commissions, research fees and expenses (including research related travel, meals and lodging, and market data and similar services); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; trade errors; bank service fees; Fund-related insurance costs (including D&O and E&O insurance for Armistice and the General Partner); the Domestic Fund's/Offshore Fund's pro rata share of the expenses of the Master Fund, and any other expenses related to the purchase, sale or transmittal of Fund assets. The Domestic Fund and the Offshore Fund will indirectly bear the administrative and other expenses of the Master Fund pro rata based on their interest in the Master Fund. It is anticipated that virtually all expenses will be incurred at the Master Fund level and therefore expenses incurred directly by the Domestic Fund/Offshore Fund are expected to be relatively small. The Offshore Fund will also pay for

shareholder proxy voting services, outside Directorship liability, and the Board of Director's fees and expenses.

The organizational expenses of the Funds were borne by the Funds and, for net asset value purposes, are being amortized over a period of up to 60 months from the date the Funds commenced operations, although, if deemed to be appropriate, amortization of such amounts may be accelerated.

The Funds also pay for research with "soft" or commission dollars. Armistice has determined such research is within the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended. Refer to Item 12 – Brokerage Practices for further information.

It is critical that investors refer to the relevant confidential private offering memorandum, explanatory memorandum and other governing documents for a complete understanding of how Armistice is compensated, a complete understanding of the Funds' expenses and their withdrawal/redemption rights. The information contained herein is a summary only and is qualified in its entirety by such documents.

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

As described in Item 5, the General Partner may receive performance-based compensation from each of the Funds. As a result, Armistice believes that it is not subject to the conflict of interest that could arise if it were to receive performance-based fees or compensation from some but not all clients.

It should be noted that the potential to receive performance-based compensation creates a potential conflict of interest in that Armistice and the General Partner may have the incentive to make investments that are riskier or more speculative than they would make in the absence of performance-based compensation. And because the performance-based compensation is calculated on a basis that includes unrealized appreciation of the Funds' assets, the performance-based compensation may be greater than if it were based solely on realized gains. Armistice recognizes that it is a fiduciary and as such must act in the best interests of its clients. Further, investors are provided with clear disclosure in applicable Fund documents as to how the performance-based compensation is charged.

ITEM 7 – TYPES OF CLIENTS

As described in Item 4, Armistice provides discretionary investment advisory services to private investment funds.

In order to invest in the Funds, a prospective investor is required to make certain representations as to suitability and legal requirements of the respective Fund. Investors in the Domestic Fund and U.S. investors in the Offshore Fund must be “accredited investors” as that term is defined in Rule 501 of Regulation D of the Securities Act of 1933 and “qualified purchasers” within the meaning of Section 2(a)(51) and Rule 2a51-1 under the Investment Company Act of 1940. Armistice may also impose minimum initial investment amounts for investors in the Funds. The Offshore Fund imposes a \$1 million minimum initial investment amount and \$100,000 for subsequent investments. The minimum investment amounts are subject to waiver, but in the case of the Offshore Fund, the minimum initial investment amount will not be reduced below \$100,000.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategy

In determining a potential investment, Armistice will utilize an analytical framework that it believes will help filter out unattractive ideas by: (i) assessing the market expectations of the potential investment; (ii) collecting information and developing an independent point of view; (iii) identifying potential risks; (iv) calculating margin of safety and (v) considering other key investment points such as business qualities and strengths, the prevailing view, sources of upside, level of uniqueness, risk/reward, trading downside, and catalysts. Armistice will then consider investing in opportunities that it believes have the greatest asymmetric upside potential and shorting opportunities with the greatest asymmetric downside potential.

Once it is determined that an investment opportunity exists (either long or short), Armistice will typically employ a bottom-up analysis, assessing all components of the company's capital structure. The analysis will begin by dissecting the financial statements and projections of the investment with a focus on free cash flow development. In building its forecast, Armistice intends to rely on primary research including government and third-party data, survey work, and consultants. In addition it expects to engage investment and peer company management teams with conference calls, site visits, and face-to-face meetings. Finally, Armistice will seek to determine where its view differs from consensus and lays out a sequence of anticipated events that will change the prevailing bias. Risks and rewards are defined and a target price determined.

Armistice will determine position size first and foremost relative to absolute downside. Each investment will be reviewed in light of the expected internal rate of return. Generally, Armistice will seek to take larger positions where the greatest potential risk adjusted return exists. However, position size may be influenced by the liquidity of the security or overall portfolio factors such as industry concentration, correlation, macroeconomic risk, and net long/short exposure. In addition, Armistice will compare the estimated risk/reward of the potential investment with the estimated risk/reward of the Funds' current investments, and the position is sized accordingly.

Armistice will seek to re-examine each investment continuously on the basis of changes in key financial and other developments. Armistice will seek to exit an investment when the target price is achieved, asymmetry is no longer compelling, or Armistice's thesis proves incorrect.

An investment in the Funds may be deemed speculative and is not intended as a complete investment program. Investing in the securities markets in general and in the Funds in particular involves significant risk. Investments in the Funds are appropriate for only experienced and sophisticated persons who meet certain eligibility criteria, are able to bear the risk of loss of some or all of an investment, and have a limited need for liquidity.

Material Risks

Nature of Investments: Armistice has broad discretion in making investments for the Funds. Investments will generally consist of equity securities, equity-related instruments, debt and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Armistice 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, may significantly affect the results of the Funds' activities and the value of its investments. In addition, the

value of the Funds' portfolio may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that the Funds' investment objective will be achieved.

Currency Hedging: While the Funds are denominated in U.S. dollars, some of the underlying investments of the Funds will typically be denominated in multiple currencies. Accordingly, any hedging of currency exposure that is implemented by the Funds will primarily involve hedging back to the U.S. dollar, but in certain circumstances may involve other hedging activities. If such hedges generate losses in any month or quarter, Armistice may liquidate a portion of the Funds' investment portfolio to cover such losses. While it is anticipated that the Funds will generally try to hedge its overall currency exposure, there can be no assurance that such hedges will be effective.

Lack of Diversification: Although the Funds have no investment restrictions with respect to types of securities, countries or industry sectors, the Funds' portfolios have largely been invested in the healthcare and consumer sectors and may not be as diversified as other investment vehicles. Accordingly, the Funds' portfolios may be subject to more rapid change in value than would be the case if the Funds were required to maintain a wide diversification.

Convergence Risk: The Funds 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, Armistice's expectations, the Funds may incur a loss.

Short Sales: 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 result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Derivatives and Counterparty Risk: To the extent that the Funds invest in swaps, derivative or synthetic instruments, repurchase agreements, forward contracts, certain types of options, or other over-the-counter transactions or customized financial instruments, 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 mark-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.

Use of Leverage: The Funds may utilize leverage. The use of leverage results in the Funds controlling more assets than the Funds have equity. Leverage increases the Funds' returns if the Funds earn 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. In an unsettled credit environment, Armistice may find it difficult or impossible to obtain leverage for the Funds. In such event, the Funds could find it difficult to implement

its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Armistice being forced to unwind the Funds' positions quickly and at prices below what Armistice deems to be fair value for such positions.

Reliance on Steven Boyd: The Funds rely heavily on the services of Steven Boyd, the principal and Managing Member of Armistice. Mr. Boyd is responsible for all of the major decisions affecting the Funds and owns all of the intellectual property rights relating to the proprietary data and processes used in the Funds' investment program. Should Mr. Boyd determine to discontinue managing the affairs of, or withdraw from, the General Partner and/or Armistice or should Mr. Boyd die, be incapacitated or, for some other reason, be unable to effectively manage the affairs of the General Partner and/or Armistice, the business and results of the operations of the Funds would be adversely affected.

Brokerage and Custodial Risk: There are risks involved in dealing with the custodians or prime brokers who settle the Funds' trades. The Funds maintain custody accounts with its prime brokers and primary custodians, UBS Securities, LLC ("UBS") and Morgan Stanley & Co. LLC ("Morgan Stanley" and, together with UBS, the "Prime Brokers"). Although the General Partner/Armistice monitor the Prime Brokers and believes that they are appropriate custodians, there is no guarantee that the Prime Brokers, or any other custodian that the Funds may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker, there is no certainty that, in the event of a failure of a broker that has custody of Fund assets, the Funds would not 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.

Concentration of Investments: Subject to the Funds' investment policies, there is no limit on the amount of the Funds' assets that can be invested in any particular position or strategy. In fact, Armistice's approach will emphasize securities of the companies in the healthcare and consumer sectors. Accordingly, a loss in any single position or strategy could materially reduce the Funds' assets. In addition, the value of the Funds' investment positions may be subject to decreases as a result of general economic conditions and/or the adverse effect upon the companies of which the Funds own stock. Furthermore, new legislation or changes in governmental regulations could adversely affect the Funds' ability to engage in certain of its anticipated investment strategies.

Material Nonpublic Information: Armistice from time to time comes into possession of material nonpublic information about companies that have issued securities. If Armistice comes into possession of material nonpublic information, in some circumstances, it will be unable to trade certain securities of these companies or others, including certain securities that the Funds hold, until the information is made public or rendered immaterial.

Turnover and Trading Costs: It is anticipated that Armistice's investment strategy will include active trading of securities. As a result, the investment strategy employed by Armistice will result in the portfolio having a higher degree of turnover and higher transaction costs than would be the case if the Funds employed solely a buy-and-hold strategy. The transaction costs associated with active trading will lower returns unless offset by gains from trading. Active trading generally generates significant short-term capital gains. Short term capital gains are taxed at higher rates than long-term capital gains.

Equity-Related Instruments in General: Armistice will use equity-related instruments in its investment program. Certain options and other equity-related instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risks of loss.

High Growth Industry Related Risks: The Funds may invest in the securities of high growth companies. These securities may be very volatile. In addition, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses, have limited ability to protect their rights to certain patents, copyrights, trademarks and other trade secrets, or be otherwise adversely affected by the extremely competitive markets in which many of their competitors operate.

Small to Medium Capitalization Companies: The Funds may invest a portion of its assets in the stocks of companies with small-to medium-sized market capitalizations. While Armistice believes these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Non-U.S. Securities: Investing in securities of non-U.S. governments and companies that are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the United States government or United States companies. These considerations may include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Debt Securities: The Funds may take positions in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Funds may take positions in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Funds may invest in securities which are moral obligations of issuers or subject to appropriations. The Funds will therefore be subject to credit and liquidity risks.

Convertible Securities: The Funds may invest in convertible securities, securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

Special Situations: The Funds 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 may 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 their entire investment in such companies.

Restricted or Non-Marketable Securities: The Funds' 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. 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. The Funds may also invest in PIPES, which may be thinly-traded, making purchase or sale of such securities at desired prices or in desired quantities difficult or impossible and unlikely to provide current income. Generally, an investment in PIPES may include restricted securities purchased directly from an issuer in a private placement with registration of those securities for public resale expected to become effective generally no later than 180 days from the date of purchase, subject to extension in certain circumstances. Unless and until such registration occurs, there is likely to be no market for the restricted securities.

Healthcare and Related Regulatory Risk: The Funds invest a significant portion of their assets in healthcare securities. Healthcare securities of smaller companies, like those the Funds may invest in, are often more volatile than the overall market, or even the market for healthcare securities, generally. The perceived prospects of success for the research and development programs of these companies may increase such volatility. The success of the Funds' investments in these companies is dependent on regulatory product approval and the subsequent commercial production and distribution of such products. Companies in the healthcare sector also rely significantly on intellectual property, reimbursement policies and rates set by insurance companies or the Federal government, and certain contractual rights. Action in any of these areas by administrative agencies, legislation, or litigation, even if not directly related to a specific company, may adversely impact the healthcare securities in which the Funds invest and/or increase volatility.

The following is a summary of some of the significant risks associated with investing in a Fund. This summary does not attempt to describe all risks associated with an investment in a Fund. It is critical that Fund investors and prospective investors refer to the relevant confidential private offering memorandum, explanatory memorandum and/or other governing documents for a complete understanding of the material risks involved in relation to the Funds' investment strategies and methods of analysis. The information contained herein is a summary only and is qualified in its entirety by such documents.

ITEM 9 – DISCIPLINARY INFORMATION

This Item does not apply to Armistice.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The General Partner serves as the general partner of the Domestic Fund and Armistice serves as investment manager to the Funds. Armistice, its employees or their related persons may also invest directly in the Funds. It should be noted that investments in the Funds made by such parties are generally not subject to the management fees or performance-based fees described in Item 5 above. Further, investments made by the General Partner and certain of such related parties have more frequent liquidity terms than those described in Item 5 above.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Armistice has adopted a written Code of Ethics that it reasonably believes complies with the requirements of Advisers Act Rule 204A-1. The Code of Ethics is part of Armistice's Compliance Manual. In addition to ensuring the protection of non-public information about the activities of the Funds and investors therein, the Code of Ethics imposes restrictions on personal transactions, pre-clearance and reporting obligations on Armistice's employees or "Restricted Persons." Specifically, in recognition of Armistice's fiduciary obligations to the Funds (and investors therein), Armistice strictly prohibits its Restricted Persons from trading in any Reportable Security, except exchange traded funds and the Funds, unless the Restricted Person is closing an existing investment the Restricted Person had prior to joining Armistice. Further, Armistice's Code of Ethics requires each of its Restricted Persons to pre-clear any transactions in their personal accounts that involve a Reportable Security. Such pre-clearance requests will be reviewed and then approved/denied by Armistice's Chief Compliance Officer, Managing Member or Chief Financial Officer only after careful consideration to the attendant conflicts of interests (if any). Furthermore, in compliance with Advisers Act Rule 204A-1, each Restricted Person is required to submit to Armistice's Chief Compliance Officer (or his designated person) securities holdings reports upon employment and on an annual basis thereafter and securities transaction reports on a quarterly basis. Such reports are reviewed on a periodic basis by the Chief Compliance Officer (or his designee).

A copy of Armistice's Code of Ethics is available to investors or prospective investors upon request made to Armistice's Chief Compliance Officer, Evan Thomas at 212-231-4930 or at ethomas@armisticecapital.com.

As explained in Item 10 above, the General Partner serves as the general partner of the Domestic Fund and Armistice serves as investment manager to the Funds. Armistice, its employees or their related persons may also invest directly in the Funds. It should be noted that investments in the Funds by Armistice, its employees or related persons are generally not subject to the Management Fee and/or the Incentive Allocation described in Item 5. Further, investments made by the General Partner and certain of such related parties have more frequent liquidity terms than those described in Item 5 above.

The fact that Armistice, its affiliates, its employees or their related persons have a financial ownership interest in the Funds creates a potential conflict in that it could cause Armistice to make different investment decisions than if they did not have such a financial ownership interest. Further, Armistice receives compensation based on a percentage of assets under management from the Funds. Such asset based fee is payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of Armistice to raise or otherwise increase assets under management to a higher level than would be the case if Armistice were receiving a lower or no asset based fee. The receipt of an Incentive Allocation by Armistice may create an incentive for Armistice to make/recommend investments that are riskier or more speculative than it otherwise would.

Complete fee disclosures are provided to investors in the governing fund documents of the Funds and should be carefully reviewed by prospective investors. Further, Armistice has established a Code of Ethics that sets forth a standard of business conduct that takes into account Armistice's status as a fiduciary and requires Restricted Persons to place the interests of the Funds and their investors above their own interests. Armistice further addresses these potential conflicts through the use of: disclosure of potential conflicts of interests and risks in offering documents provided to prospective investors; and required suitability criteria for investors.

The Domestic Fund and the Offshore Fund implement their investment program indirectly by each investing substantially all of their assets in a master-feeder fund structure through the Master Fund.

Restricted Persons of Armistice may also buy, sell or otherwise invest in certain securities that Armistice also recommends to the Funds. Armistice seeks to monitor the potential conflicts of interests within the firm as it relates to Restricted Person's personal trading (including investments in the Funds). Each such Restricted Person transaction is strictly required to be made in accordance with Armistice's Code of Ethics. In this regard, employees are subject to pre-clearance and periodic reporting requirements of their holdings and securities transactions under the firm's Code of Ethics. The Chief Compliance Officer reviews Restricted Persons' personal transaction reports to make sure each Restricted Person is conducting his or her personal securities transactions in a manner that is consistent with the Code of Ethics.

The General Partner, Armistice, each of their respective directors, members, partners, shareholders, officers, employees, agents and affiliates (hereinafter referred to as the "Affiliated Parties") may conduct any other business, including any business within the securities industry, whether or not such business is in competition with the Funds. Without limiting the generality of the foregoing, the Affiliated Parties may act as general partner, investment adviser or investment manager for others, may manage funds, separate accounts or capital for others, may have, make and maintain investments in their own name or through other entities and may serve as an officer, director, consultant, partner or stockholder of one or more investment funds, partnerships, securities firms or advisory firms (although Steven Boyd does not intend to maintain personal investments in securities or other instruments that are within the investment strategy of the Funds). Such other entities or accounts may have investment objectives or may implement investment strategies similar or different to those of the Funds. In addition, the Affiliated Parties may, through other investments, including other investment funds, have interests in the securities in which the Funds invest as well as interests in investments in which the Funds do not invest. The Affiliated Parties may give advice or take action with respect to such other entities or accounts that differs from the advice given with respect to the Funds. To the extent a particular investment is suitable for both the Funds and other clients of the Affiliated Parties, such investments will be allocated between the Funds and the other clients pro rata based on assets under management or in some other manner that the Affiliated Parties determine is fair and equitable under the circumstances to all clients, including the Funds.

Armistice seeks to monitor the potential conflicts of interests within the firm as it relates to employees' outside business activities. Upon employment, employees are required to disclose any outside business activities and annually update/attest to this information. Further, to the extent an employee is seeking to engage in a new outside business activity, such employee must seek pre-approval from the Chief Compliance Officer. As previously noted, Armistice's Code of Ethics requires its Restricted Persons to pre-clear any transactions in their personal accounts that involve a Reportable Security. Such pre-clearance requests will be reviewed and then approved/denied by Armistice's Chief Compliance Officer, Managing Member or Chief Financial Officer only after careful consideration to the attendant conflicts of interests (if any).

ITEM 12 – BROKERAGE PRACTICES

Armistice considers a number of factors in selecting a broker to execute transactions and determining the reasonableness of the broker's compensation. In selecting brokers or dealers to execute transactions, Armistice is not required to solicit competitive bids and does not have an obligation to seek the lowest available commission. In selecting brokers and negotiating commission rates, Armistice will take into account the financial stability and reputation of brokerage firms, and the research, brokerage or other services provided by such brokers. The research and other brokerage services provided by the broker executing trades are included in the commission rate.

When Armistice uses Fund brokerage commissions (or markups or markdowns) to obtain research or other products or services, it receives a benefit because it does not have to produce or pay for the research, products or service, and these benefits provide an incentive for Armistice to select a broker based on its interest in receiving such products or services, rather than on the Funds' interest in receiving best execution.

Armistice may cause the Funds to pay commissions (or markups or markdowns) higher than those charged by other brokers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for the Funds. Although Armistice 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 has resulted in (and may continue to result in) higher transaction costs than would otherwise be obtainable.

Research and brokerage services obtained by the use of commissions arising from certain of its Funds' portfolio transactions are used by Armistice in its other investment activities and for other Funds and thus any one Fund may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

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. Armistice limits the use of "soft dollars" to obtain research and brokerage services that fall within the Section 28(e) safe harbor. In the past year, research and related services furnished by brokers included, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; and discussions with research personnel, and access to industry conferences hosted by brokers.

Armistice addresses the potential conflicts of interest in connection with its brokerage practices through its best execution review process. Armistice's best execution review process includes an analysis of overall performance of broker in light of the amount of business directed to such brokers. Further, soft dollar payments and arrangements are reviewed by the Chief Compliance Officer to ensure such payments and arrangements are consistent with Armistice's policies and comply with the safe harbor afforded by Section 28(e).

The General Partner and Armistice may receive consulting assistance services from the Prime Brokers, including consulting assistance with facilities management technology, design and build, real estate, and third party service providers. The Prime Brokers will provide such consulting assistance services in complement to, and not in place of, the General Partner's and Armistice's independent professional advisors and service providers. The benefits provided to the General Partner and Armistice by receipt of the consulting assistance services from the Prime Brokers will assist the General Partner and Armistice, either directly or indirectly, in the provision of efficient investment management services to the Funds and

to other third parties. The receipt by the General Partner and Armistice of the assistance services from the Prime Brokers may give rise to an actual or potential conflict of interest for the General Partner and Armistice. The General Partner and Armistice will manage any such actual or potential conflict of interest and will not allocate business or effect transactions on behalf of the Funds with the Prime Brokers where to do so would conflict with the duty of the General Partner and Armistice to the Funds.

In selecting brokers to execute transactions on behalf of the accounts of certain of its Funds, Armistice has placed (and may continue to place) transactions with a broker or dealer that (i) provides Armistice with the opportunity to participate in capital introduction events sponsored by the broker; or (ii) refers investors to a Fund, if otherwise consistent with seeking best execution. While Armistice recognizes that it has an incentive to favor broker that provide capital introduction services to Armistice or otherwise refer prospective Fund investors, Armistice does not select brokers in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

As of the date of this Brochure, Armistice's only clients are the Funds. The Domestic Fund and the Offshore Fund invest substantially all of their assets in the Master Fund and Armistice maintains one trading account for the Master Fund, to which it allocate all investment opportunities. Prior to the establishment of any other client accounts, Armistice will develop a procedure to address the aggregation and allocation of investment opportunities among client accounts.

ITEM 13 – REVIEW OF ACCOUNTS

The Funds' portfolios will be under continuous review by Mr. Boyd, Managing Member of Armistice. Mr. Boyd reviews the portfolio on a daily basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of the Funds.

Further, Evan Thomas, in his capacity as Armistice's Chief Compliance Officer, periodically reviews trading to ensure consistency with applicable laws and regulations.

It should also be noted that significant market events affecting the prices of one or more securities in the Funds' accounts, changes in the investment objectives or guidelines of the Funds may trigger reviews of the Funds' accounts.

Investors in the Funds receive the following written reports:

- performance estimates monthly;
- unaudited statistical summaries of the Funds monthly;
- investment letters quarterly;
- Schedules K-1 (for those investors in the Domestic Fund) annually; and
- audited financial statements annually.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

This Item does not apply to Armistice.

ITEM 15 – CUSTODY

With respect to the Funds, Armistice is deemed to have custody by virtue of its status as investment manager. Armistice currently utilizes UBS Securities LLC (1258 Avenue of the Americas, New York, NY 10019), Morgan Stanley & Co. LLC (1585 Broadway, New York, NY 10036) and J.P. Morgan Chase (270 Park Avenue, 41st Floor, New York, NY 10017) as the qualified custodians for the cash and securities comprising the assets of the Funds.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Armistice reasonably believes that all investors in the Funds will be provided with audited financial statements for the respective Fund, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of the Funds' respective fiscal years. Investors should carefully review such audited financial statements.

ITEM 16 – INVESTMENT DISCRETION

Armistice has discretionary authority to manage the Funds. Armistice is authorized to make purchase and sale decisions for the Funds. As explained in Item 4.C above, individual investors in the Funds do not have the ability to impose limitations on Armistice's discretionary authority. Prospective investors in the Funds are provided with an offering memorandum prior to their investment and are encouraged to carefully review the offering memorandum, along with all other relevant offering documents, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors must also execute a subscription agreement, which constitutes a legal, valid and binding obligation of the investor, enforceable in accordance with its terms. Further, prospective investors in the Domestic Fund must also execute a limited partnership agreement.

ITEM 17 – VOTING CLIENT SECURITIES

Armistice accepts the authority and has discretionary authority to vote proxies for the Funds. As such, Armistice has adopted proxy voting policies and procedures that address how Armistice votes proxies, based on the principle that Armistice and its employees owe a fiduciary duty to the Funds and Fund investors. Prior to Armistice voting any proxies, the Chief Compliance Officer and the Managing Member determine if there are any material conflicts of interest related to the proxy in question. Proxies will be voted in a manner consistent with the long-term economic interest of the Funds and in accordance with proxy voting instructions provided by the Managing Member.

Armistice keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received and internal documents created that were material to voting decisions and each client request for proxy voting records and Armistice's response. Fund investors may obtain (i) a copy of Armistice's proxy voting policies and procedures and (ii) information on how Armistice has voted proxies with respect to the Funds' securities by contacting Armistice's Chief Compliance Officer at 510 Madison Avenue, 22nd Floor, New York, NY 10022, telephone: 212-231-4930.

ITEM 18 – FINANCIAL INFORMATION

This Item does not apply to Armistice.