

RISK PREMIUM INVESTMENT MANAGEMENT COMPANY LLC

PART 2A OF FORM ADV: FIRM BROCHURE

**Risk Premium Investment Management Company LLC
286 Madison Ave, Suite 301
New York, NY 10017**

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This brochure provides information about the qualifications and business practices of Risk Premium Investment Management Company LLC (“RPIMCO” or the “Firm”). If you have any questions about the contents of this brochure, please contact James Rankin, the Firm’s Chief Compliance Officer at (212) 321-1900 or jrankin@rpimco.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

For “Registered Investment Advisers”: “Any reference to RPIMCO as a registered investment adviser does not imply a certain level of skill or training.

Additional information about RPIMCO is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

RPIMCO is filing this Form ADV Part 2A as an Other-Than-Annual Amendment to the last filing filed on July 17, 2015. Since the Firm's last filing, RPIMCO has amended Item 4 to report that the Firm has removed Melissa Hieger and added James Rankin and Todd Groth as owners of the Firm. Further, RPIMCO has appointed Mr. Rankin as Chief Compliance Officer.

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Item 4: Advisory Business

Item 4.A.

Risk Premium Investment Management Company LLC (“**RPIMCO**” or the “**Firm**”), a Delaware limited liability company, was formed in July 2014. Maarten Nederlof is the principal owner of the Firm, along with Elaine Lloyd, Jill Nederlof, Trevor Nederlof, James Rankin, and Todd Groth.

Item 4.B.

RPIMCO’s objective is to combine risk premium index strategies offered by the cross-asset index groups or major investment banks to provide absolute return investments and overlay strategies. The Firm does not intend to limit its investment advice to only certain types of investments.

Item 4.C.

The Firm provides advisory services to clients pursuant to the relevant strategy. Such services can be customized based on the specific needs of each client. The customized services offered to each client are based on asset class, return expectations, tolerance for risk and volatility, and the need for liquidity of each client.

Item 4.D.

RPIMCO currently does not participate in a wrap fee program, although may in the future.

Item 4.E.

As of July 17, 2015, RPIMCO manages approximately \$1,281,623,421 in regulatory assets under management on a non-discretionary basis.

Item 5: Fees and Compensation

The Firm may receive a fee that is based on assets invested in the model portfolios it offers as a strategy provider.

Item 6: Performance-Based Fees and Side-by-Side Management

RPIMCO may charge a performance-based fee to certain clients. RPIMCO recognizes the potential conflict of interest in charging a performance-based fee and addresses this by maintaining allocation policies and procedures designed to confirm that all clients are treated fairly.

Item 7: Types of Clients

RPIMCO intends to provide investment management services to institutional clients through privately offered risk premium strategies. The institutional clients may include, but are not limited to, pensions, endowments, foundations, sovereign wealth funds, defined contribution plans, 401k funds, insurance companies, registered investment companies such as mutual funds and ETF sponsors.

RPIMCO may also serve as a sub-adviser or consultant for certain investments.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Item 8.A.

RPIMCO uses mathematical and statistical investment processes to allocate assets, select strategies and construct portfolios and funds in ways that seek to outperform their relevant benchmarks. The Firm researches, sources and assembles strategies across equities, fixed income, foreign exchange and commodity markets, which fall into seven major risk premium categories: volatility, term, credit, FX carry, value/growth, small cap and momentum. These strategies can be combined to deliver a variety of investment products from multi-strategy absolute return products (which combine a set of strategies designed to have low correlations between them) to overlay products that should enhance asset-class investments, such as enhanced equities and enhanced commodity portfolios.

The Multi-Asset Premium Portfolio is a total return product which targets returns similar to the long-term average returns of equity markets with a lower volatility and low correlations to traditional equity benchmarks.

The Firm will adjust strategies so that they meet a target risk level, using historical information, particularly recent historical performance, and test the strategies in different market environments, as needed.

Item 8.B and Item 8.C.

RPIMCO is currently assessing the relevant risk factors in accordance with its intended strategies. Once the Firm commences management of the intended assets, this section will discuss specific risk factors in relation to financial instruments traded and strategy employed.

Item 9: Disciplinary Information

RPIMCO or its supervised persons have no reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Item 10.A.

Not Applicable. RPIMCO is currently not applying to register as a broker-dealer and does not intend to.

Item 10.B.

Currently, RPIMCO and relevant personnel, as determined according to their roles, are in the process of applying to register as a commodity trading advisor and associated persons.

Item 10.C.

Not Applicable. Neither RPIMCO nor its management persons have any relationship or arrangement that is material to its advisory business with any related persons.

Item 10.D.

RPIMCO and its supervised persons do not select investment advisers for its clients.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Item 11.A.

Employees of RPIMCO may only purchase and sell securities in accordance with the Firm's Code of Ethics to which all employees are subject. This policy is monitored by the Chief Compliance Officer. Employees are permitted to maintain personal brokerage accounts, subject to the Code of Ethics and personal trading policy.

The Code of Ethics includes the following:

- Statement of the standard of business conduct.
- Limits on gifts and entertainment.
- Limits on political contributions.
- Limits in transacting, directly or indirectly, in the securities being traded within the RPMICO strategies.
- Requirements to pre-clear any purchases or sales of securities through the Chief Compliance Officer for personal accounts.
- Requirements regarding the reporting of personal holdings.
- Requirement to acknowledge, in writing, having received and read a copy of the Code of Ethics.
- Requirement of prior approval of the Chief Compliance Officer for any exceptions to stated Firm policies.

A copy of the Firm's Code of Ethics is available to clients and prospective clients upon request.

Item 11.B through Item 11.D.

RPIMCO, as a fiduciary, endeavors to make decisions in the best interest of the Advisory Clients should a conflict of interest arise. It is noted that the CCO having an ownership interest in the Firm could pose a conflict of interest. The Firm has in place written policies and procedures incorporating controls to address such potential conflicts of interest.

Item 12: Brokerage Practices

Item 12.A.1.

RPIMCO may recommend the use of a particular broker-dealer or may utilize a broker-dealer of the client's choosing. The Firm will select appropriate brokers based on a number of factors including but not limited to transaction fees, execution capability, depth and liquidity of the market for a security, reporting ability and research. Research furnished by brokers may include, but is not limited to: research reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment and other computer hardware for use in running software used in investment decision making; and other products or services that may enhance the Firm's investment decision making.

Item 12.A.2.

RPIMCO does not intend to participate in selecting or recommending broker-dealers in exchange for client referrals.

Item 12.A.3.

Where a client directs RPIMCO to use a certain broker-dealer, RPIMCO still has a fiduciary duty to its clients. In a directed brokerage arrangement the Firm will be unable to negotiate commissions or obtain volume discounts, and there may be a disparity in commission charges among clients and conflicts of interest arising from brokerage firm referrals.

Item 12.B.

It is RPIMCO's policy to, whenever appropriate, aggregate trades in a block trade in order to reduce transaction costs and to ensure equal price across the client accounts.

Item 13: Review of Accounts

RPIMCO's recommended portfolios, underlying holdings, and overall portfolios are reviewed daily, quarterly and annually. A holding may be removed from the portfolio if it no longer meets the basic criteria for inclusion.

Item 14: Client Referrals and Other Compensation

Item 14.A.

Not applicable. RPIMCO does not select or recommend broker-dealers for client transactions.

Item 14.B.

Not Applicable. The Firm currently does not retain third-party marketers or solicitors.

Item 15: Custody

RPIMCO does not have physical custody nor is the Firm deemed to have custody for any client funds.

Item 16: Investment Discretion

The Firm intends on managing client accounts on both a discretionary and non-discretionary basis pursuant to client's preference and executed Advisory Agreement..

Item 17: Voting Client Securities

The Firm does not vote proxies on behalf of any client at this time.

Item 18: Financial Information

Item 18.A.

Not Applicable.

Item 18.B.

There are no conditions that impair RPIMCO's ability to meet its contractual and fiduciary commitment to the client accounts.

Item 18.C.

Not Applicable. RPIMCO has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19: Requirements for State Registered Advisers

Not Applicable.