

## ITEM 1-COVER PAGE

### **DASOMA CAPITAL MANAGEMENT, LLC**

#### **Part 2A of Form ADV**

355 LEXINGTON AVENUE

4TH FLOOR

NEW YORK, NEW YORK 10017

646 854 5021

**March 17, 2015**

This Brochure (the “Brochure”) provides information about the qualifications and business practices of Dasoma Capital Management, LLC (“Dasoma”). If you have any questions about the contents of this Brochure, please contact Dasoma’s Chief Compliance Officer at 646 854 5021. Registration with the SEC does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

**Additional information about Dasoma is also available on the SEC’s website at**

**[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2 – MATERIAL CHANGES AND GENERAL INFORMATION**

This brochure dated March 17, 2015 is an amended document, the last update was November 21, 2014.

The Material Changes section of this brochure will be updated annually when material changes occur.

## ITEM 3 – TABLE OF CONTENTS

### Contents

ITEM 1-COVER PAGE .....	1
ITEM 2 – MATERIAL CHANGES AND GENERAL INFORMATION .....	2
ITEM 3 – TABLE OF CONTENTS.....	3
ITEM 4 – ADVISORY BUSINESS .....	4
ITEM 5 – FEES AND COMPENSATION .....	4
ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	5
ITEM 7 – TYPES OF CLIENTS .....	5
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	5
ITEM 9 – DISCIPLINARY INFORMATION .....	10
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	10
ITEM 11 – CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	11
ITEM 12 – BROKERAGE PRACTICES .....	12
ITEM 13 – REVIEW OF ACCOUNTS .....	14
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION .....	14
ITEM 15 – CUSTODY .....	14
ITEM 16 – INVESTMENT DISCRETION .....	15
ITEM 17 – VOTING CLIENT SECURITIES .....	15
ITEM 18 – FINANCIAL INFORMATION .....	15

#### **ITEM 4 – ADVISORY BUSINESS**

Dasoma was formed in 2014 by Boris Ginovker as a Delaware limited liability company and has its principal place of business in New York, NY. Dasoma is owned and controlled by Mr. Ginovker. Dasoma provides discretionary investment advice to a managed account (“Managed Account”) for a private investment fund (the “Fund”) pursuant to the terms, guidelines and restrictions provided in an investment management agreement (“IMA”) with the Fund. As of the date of this Brochure, Dasoma’s investment advisory services are provided exclusively to the Fund. Dasoma is not a general partner to the Private Fund and is not an affiliate of the Private Fund, it is a separate entity which provides advisory services pursuant the terms of the IMA.

Dasoma tailors its advisory services to the individual needs of the client and the client may impose restrictions on investing in certain securities or types of securities pursuant to the IMA.

Dasoma does not participate in wrap fee programs.

As of March 17, 2015, Dasoma has \$250,000,000.00 dollars managed on a discretionary and non-discretionary basis. This value may include notional, committed funding and cash reserves, that may not be under the Adviser’s direct control at all times but forms part of the total trading level committed to the Adviser in the Managed Account.

#### **ITEM 5 – FEES AND COMPENSATION**

Our management fee is paid monthly in advance and is based on our annual operating expense budget determined through negotiations with the Fund’s general partner. We are also entitled to receive an annual performance fee (subject to a hurdle rate and high water mark) calculated based on net trading profits (after the deduction of losses carried forward from the previous year, if any) as of the end of each calendar year. The performance fee is calculated by the Fund’s administrator and approved by the general partner – we neither calculate the performance fee, nor authorize its payment.

Other fees and expenses borne by the Managed Account include a pro rata share of the Fund’s administration fees and expenses as well as any transaction or investment fees or expenses related to the Managed Account’s activities.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Performance-based fees can provide an incentive to take excessive risks. Dasoma provides investment advice exclusively to a Private Fund through a Managed Account. Performance-based fee arrangements received may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Dasoma currently provides investment advice exclusively to the Private Fund. The Adviser consults with the private investment fund client on a regular basis regarding the management of risk and does not act independently with respect to decisions on the amount of investment risk taken in the Managed Account. The Adviser does not have the authority to value the positions held in the managed accounts of its private investment fund client; a third party administrator together with the applicable private investment fund client independently value the positions held by such private investment fund client.

Our investment advisory services are provided exclusively to the Fund through the Managed Account, therefore we do not have any conflicts related to the receipt of different performance-based fees from separate clients.

## **ITEM 7 – TYPES OF CLIENTS**

Dasoma provides investment advice exclusively to a Private Fund through a Managed Account.

Interests in the Fund, and the Fund itself, are not registered under the U.S. Securities Act of 1933, as amended and are excepted from the definition of an “investment company” under Section 3(c)(7) of the Investment Company Act of 1940, as amended. Accordingly, interests in the Fund are offered exclusively to investors satisfying the applicable eligibility and suitability requirements either in private placement transactions within the United States or in offshore transactions. Investors in the Funds are also Qualified Eligible Persons as defined in the Commodity Exchange Act.

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

We execute a concentrated and opportunistic long/short equity strategy investing in liquid publicly traded securities. We use fundamental research to select investments and are agnostic towards industry, geography and market capitalization. We seek to identify securities which

are generally undervalued (or, in the case of short positions, overvalued) by the marketplace. The success of this strategy necessarily depends upon the market eventually recognizing such value in the price of the security, which may not necessarily occur or may occur over extended time frames which may limit or hinder profitability. Positions may undergo significant short-term declines and experience considerable price volatility during these periods. In addition, long and short positions may or may not be correlated to each other. If the long and short positions are not correlated, it is possible to have investment losses in both the long and short sides of the portfolio. There is no assurance that we will be successful in obtaining or identifying suitable investments. Securities may be affected by business, financial market or legal uncertainties. There can be no assurance that we will correctly evaluate the nature and magnitude of the various factors that could affect the value of, and return on, investments. Prices of securities may be volatile.

*Short Selling:* Short selling involves selling securities that are not owned and borrowing them for delivery to the purchaser with an obligation to replace borrowed securities at a later date. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could increase without limit, thus increasing the cost to the Managed Account of buying those securities to cover the short position. There is no assurance that a borrowed security will not be recalled and that the Managed Account will not be “bought in” (ie. forced to repurchase securities in the open market to return them to the lender). Furthermore, the securities necessary to cover a short position may not be available for purchase, and purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. The securities borrowed to effect the short sale may be recalled by the lender of those securities at any time, thus forcing the Managed Account to purchase the securities and close out the short position at a loss.

Regulatory authorities may, and in the past have, adopted bans on short sales of certain securities in response to market events or placed restrictions on borrowing shares. As a result of these restrictions, we may be prevented from executing a desired transaction and may therefore incur losses which may be material.

*Options:* We may buy or sell (write) call and put options. The purchase or sale of an option involves the payment or receipt of a premium and the corresponding right or obligation, as applicable, to either purchase or sell the underlying asset for at a specified price at, or by, a specified date or during a particular period. Purchasing options involves the risk that the underlying instrument will not change in price in the manner expected and the premium will be lost. Selling options involves greater risk because of the seller’s exposure to the actual price movement in the underlying asset rather than only the premium payment which could result in potentially unlimited loss.

*Limited Diversification:* Investments may become concentrated in a single issuer, industry, market or sector which will increase the risk of loss to clients. Limited diversification may cause greater volatility than would otherwise be the case and could expose clients to losses disproportionate to market movements in general. Even if Dasoma attempts to control risks and diversify investments, risks associated with investments may become correlated in unexpected ways, with the result that clients become exposed to unforeseen risks. Although we attempt to identify, monitor, and manage significant risks, these efforts may not take all risks into account and there can be no assurance that these efforts will be effective.

*Competition:* There is currently, and will likely be, competition for investment opportunities with other investors having investment objectives and strategies like those of the Managed Account. Performance may be adversely impacted if competition prevents or hinders the Managed Account's ability to participate in certain investment opportunities.

*Securities of Non-U.S. Companies:* Investments in securities of non-U.S. issuers have a range of risks which may include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of U.S. issuers. There may also be less government supervision and regulation of exchanges, brokers and issuers than there is in the U.S., and we may have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, creating substantial delays and settlement failures that could adversely affect the Managed Account's performance. Transaction costs of investing in non-U.S. securities markets may be higher than in the U.S., and securities denominated or whose prices are quoted in non-U.S. currencies also pose currency exchange risks (including blockage, devaluation and non-exchangeability).

*Developing or Emerging Markets:* Any of our investment strategies may be executed in developing or emerging markets. In addition to the risks for securities of non-U.S. companies, developing or emerging markets may be more likely than developed markets to experience periods of illiquidity, market disruptions, political instability, economic distress, social instability, rule changes, restrictions on capital movement, etc.

*Derivatives:* 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 indexes, currencies or other underlying asset. Derivatives allow an investor to hedge or speculate on the price movements of the underlying asset at a

fraction of the cost of investing directly in the underlying asset. The value of a derivative depends largely on the price movements in the underlying asset and many of the risks applicable to the underlying asset are also applicable to the derivatives of that asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are inherently leveraged and create significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can cause a loss greater than the original amount invested. Derivatives also have liquidity risk because there may not be a liquid market in which to close or dispose of outstanding derivatives contracts.

The prices of derivative instruments are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs, and government policies, and national and international political and economic events and policies. In addition, the Managed Account's assets are also subject to the risk of failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty. If a counterparty defaults under a swap agreement, the value of the swap transactions will decline, perhaps to zero.

*Hedging Transactions:* The success of hedging transactions strategy depends, in part, on our ability to correctly assess the degree of correlation between the performance of the instruments used to hedge risks and the performance of the securities or risks being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a hedge will also be subject to our ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While hedging transactions may be entered into with the intent to reduce risk, transactions may result in lower overall performance than if hedging transactions were not entered into. For a variety of reasons, we may not seek to establish a perfect correlation between the hedging instruments utilized and the securities being hedged. An imperfect correlation may prevent the Managed Account from achieving the intended hedge or expose the Managed Account to risk of loss.

*Leverage and Financing Risk:* Leverage used by the Managed Account is controlled by the Fund's general partner. While leverage presents opportunities for increasing total return, it has the effect of potentially increasing losses as well. Further, if the securities pledged to brokers to secure margin accounts decline in value, the Managed Account could be subject to a "margin call," pursuant to which the Managed Account must either deposit additional funds or securities with the brokers, or suffer mandatory liquidation of the pledged securities to



compensate for the decline in value. In the event of a sudden drop in the value of the Fund's assets, we may be forced to liquidate the Managed Account to raise money for the Fund to satisfy its margin requirements. The forced liquidation of all or a portion of the Managed Account at distressed prices could result in significant losses to the Managed Account.

*Change in Margin Terms:* In the absence of specific agreements, margin arrangements are generally subject to change or revocation by the lender. The lender may demand an increase in the collateral, including requiring collateral equal to the full amount of the borrowings, and, if the Managed Account is unable to provide additional collateral, the lender could liquidate the Managed Account's assets held by the lender to satisfy the Managed Account's obligations. A forced liquidation could have extremely adverse consequences, which may be exacerbated in the event that these changes or revocations are imposed suddenly or by multiple lenders. In periods of market stress lenders or counterparties may attempt to increase margin levels. A simultaneous, broad-based increase in margin affecting hedge funds generally will adversely impact the investments held in the Managed Account by decreasing demand and increasing supply through forced liquidations of those or similar investments.

*Trade Error Risk:* Transactions may be executed erroneously on terms other than those intended. For example, a transaction may be executed in the wrong asset, for the wrong quantity or price, to buy when we intended to sell, to sell when we intend to buy, or by reason of a technological or administrative error. Except to the extent otherwise required by law, the Managed Account will generally bear the losses or costs of trade errors, unless it is determined that the error was caused by gross negligence.

*General Political, Economic, Legal, Tax and other Regulatory Risks:* Client's investments may be adversely affected by changes in economic conditions or political events, such as a stock market break, acts of terrorism, the outbreak of hostilities involving the United States, the death of a major political figure, a serious pandemic, or a natural disaster, among many others. Other factors, such as changes in federal or state tax laws, federal or state securities laws, bank regulatory policies or accounting standards, may make certain investments less desirable or may make certain investment strategies less effective. Similarly, legislative acts, rulemaking, adjudicatory or other activities of governmental or quasi-governmental bodies, agencies and regulatory organizations may make the business of the Fund less attractive. Laws and regulations, particularly those involving taxation, investment and trade, applicable to investment activities can change quickly and unpredictably, and may at any time be amended, modified, repealed or replaced in a manner adverse to the interests of clients. In particular, in response to significant recent events in international financial markets, governmental intervention and certain regulatory measures have been or may be adopted in certain jurisdictions, including restrictions on short selling of certain securities in certain jurisdictions.

The extent to which the underlying causes of these recent events are pervasive throughout global financial markets and have the potential to cause further instability is not yet clear. These recent events, and their underlying causes, are likely to be the catalyst for changes in global financial regulation for some time, and may result in losses to clients.

## **DISCLAIMER**

The information included in this ITEM 8 does not include every potential risk associated with our investment strategies. Investing in securities involves risk of loss, possibly a total loss of invested capital, that clients should be prepared to bear. There is no guarantee that the Managed Account's investment program, including, without limitation, its investment objectives, strategies, or risk monitoring goals will be successful. Investment results may vary substantially over time. The Managed Account's investments are speculative and involve a high degree of risk. There may be risks which cannot be monitored or controlled, and risks that may be greater than forecasted, especially in unusual market conditions. Dasoma cannot guarantee that any assumptions relied on herein will be true for all future events or that all assumptions have been considered or stated.

## **ITEM 9 – DISCIPLINARY INFORMATION**

The Firm has no history of material disciplinary action. The Firm and its employees have not been involved in legal or disciplinary events.

The Firm has no criminal or civil actions in a domestic, foreign or military court of competent jurisdiction.

The Firm has no administrative proceedings before the SEC or any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

The Firm has no self regulatory organization proceedings.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

The Firm is not registered and is not planning to register as a Broker-Dealer or a registered representative of a Broker-Dealer.

The Firm is not registered as a futures commission merchant, commodity pool operator, a commodity trading advisor or associated person of the foregoing entities.

The Firm does not have a relationship or arrangement that is material to the Firm's advisory business with any entity.

The firm does not recommend other investment Advisers or receive compensation from other Advisers.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

We may engage directly or indirectly in any business or other activities, including exercising investment advisory and management responsibility and buying, selling, or otherwise dealing with securities for our own accounts or for the accounts of family members. These activities may conflict with our activities on behalf of the Managed Account.

These other activities may also affect the prices and availability of the securities and other financial instruments in which the Managed Account invests. Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended, we have adopted a Code of Ethics that establishes various procedures with respect to investment transactions in accounts in which employees of Dasoma or related persons (such as members of their immediate household) have a beneficial interest or accounts over which an employee has investment discretion.

The foundation of the Code of Ethics is based on the underlying principles that:

- Employees must at all times place the interests of our clients first;
- Employees must at all times comply with all applicable federal securities laws; and
- Employees should not take inappropriate advantage of their position at Dasoma.

Our Code of Ethics requires employees to provide the Chief Compliance Officer with initial and annual holdings reports (excluding accounts holding certain securities or discretionary accounts) and quarterly transaction reports. Employees are also generally prohibited from participating in initial public offerings and executing transactions in issuers included on the Restricted List, employees must also receive approval prior to investing in any private placement. The Chief Compliance Officer reviews violations of the Code of Ethics to determine appropriate remedial action, including, but not limited to, financial penalties, suspension or termination of employment, and reporting to appropriate regulatory authorities.

All of our employees must direct their brokers to send duplicate brokerage statements to the Chief Compliance Officer. These records are used to monitor compliance with the foregoing policies. These policies apply to any personal transactions involving equity, debt, options, or

futures. They do not apply to transactions involving government securities, open-end mutual funds, money market funds, or other instruments which afford an investor no discretion over individual securities.

As part of the Code of Ethics, Dasoma maintains insider trading policies and procedures that are designed to prevent the misuse of material, non-public information. The insider trading policies prohibit Dasoma and its personnel from trading for themselves or clients, or recommend trading, in securities of any company while in possession of material, non-public information about the company, and from disclosing such information to any person not entitled to receive it.

Dasoma's Code of Ethics is available to clients and prospective clients upon request.

## **ITEM 12 – BROKERAGE PRACTICES**

The Fund's general partner reviews, approves and monitors the prime brokers, executing broker-dealers and counterparties used by Dasoma. Executing broker-dealers and counterparties are chosen from those that have been reviewed and approved by the general partner.

In placing transactions for the Managed Account, we seek to obtain "best execution," meaning that we generally seek execution of securities transactions in such a manner that the Managed Account's total costs or proceeds are most favorable under the circumstances. Accordingly, in seeking best execution, we take into consideration the price of a security offered by the broker-dealer, as well as the broker dealer's full range and quality of services including, among other things, its facilities, reliability and financial responsibility, execution capability, commission rates, responsiveness to us, brokerage and research services provided to us (e.g., research ideas, analysis, and investment strategies), special execution and block positioning capabilities, clearance, and settlement and custodial services.

We periodically review the broker-dealers used as well as the commissions paid to evaluate best execution.

### ***SOFT DOLLAR USAGE***

In selecting brokers and dealers to effect portfolio transactions we may consider factors as we deem appropriate (and consistent with our obligation to seek best execution) to consider under the circumstances, which may include one or more of the following:

- reliability;

- reputation;
- experience in the industry;
- financial stability;
- capital commitment;
- efficiency in executing and clearing transactions;
- confidentiality of trading activity;
- provision of Products and Services (defined below);
- idea generation;
- competitive rates; and
- general responsiveness.

Products and Services constituting “research” may be in any form (*e.g.*, written, oral or on-line) and may include, without limitation:

- traditional research reports analyzing the performance of a particular company or stock, market, company and financial data;
- market, economic, political and financial information (including studies and forecasts);
- statistical information;
- data on the pricing and availability of securities; and
- seminars and conferences relating to the investment in securities or containing analyses of issuers, industries, securities, economic factors and trends and portfolio strategy.

Products and Services constituting “brokerage” may include, without limitation:

- clearance services;
- settlement services; and
- custody services.

To the extent that the Managed Account’s commissions are used to acquire Products and Services through the use of “soft dollars,” Products and Services received will be of the type contemplated by Section 28(e) of the U.S. Securities Exchange Act of 1934 (that is, “research” and “brokerage”), although transactions may or may not otherwise comply with the provisions of Section 28(e) (*e.g.*, may relate to transactions in instruments other than securities).

Soft dollar arrangements generally arise when an investment adviser obtains products and services, other than securities execution, from a broker-dealer in return for directing client securities transactions to the broker-dealer. Soft dollar arrangements may pose a conflict of interest for Dasoma in that such arrangements allow Dasoma to pay with brokerage commissions, expenses that would otherwise be borne by Dasoma. In the event that Dasoma uses brokerage commissions (or markups or markdowns) to obtain research or other products

or services, Dasoma could receive a benefit because it would not have to produce or pay for the research, products or services.

Dasoma also enters into securities transactions with broker-dealers that provide, as part of their bundled services, Dasoma with access to research and research-related services. Dasoma may have an incentive to select a broker based on Dasoma's interest in receiving the research or other products or services offered by such broker.

#### *TRADE ERRORS*

The Private Fund (and not Dasoma) will bear the cost of any losses (and reap the benefits of any gains) resulting from trading errors and similar human errors, absent gross negligence or intentional misconduct. Trade errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system or typographical or drafting errors related to derivatives contracts or similar agreements.

### **ITEM 13 – REVIEW OF ACCOUNTS**

The Managed Account's transactions, positions and cash balances are reviewed on a daily basis by Dasoma and the Client.

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

The Firm does not have any arrangements where it receives an economic benefit for providing investment advice for someone who is not a client.

The Firm does not utilize the services of any third-party marketers.

### **ITEM 15 – CUSTODY**

Dasoma does not have custody of any client funds or securities (and are prohibited under the IMA from exercising custody) over the Managed Account's assets. All Client assets are held at the custodian, who will send statements, directly to the Managed Account Client.

#### **ITEM 16 – INVESTMENT DISCRETION**

The IMA sets forth certain guidelines or restrictions related to our investment activities, which may be modified from time-to-time in consultation with the Client. In addition, the Client may impose restrictions on our ability to invest in certain securities or types of securities.

Powers of attorney and any restrictions on the Adviser's authority are set forth pursuant to the Management Agreement.

#### **ITEM 17 – VOTING CLIENT SECURITIES**

We vote proxies in the best economic interest of the Managed Account. The Adviser had adopted policies and procedures pursuant to SEC rule 206(4)-6 and clients may obtain information on how we voted their securities as well as a copy of our proxy voting policies upon request.

#### **ITEM 18 – FINANCIAL INFORMATION**

The Adviser does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.

The Adviser does not serve as a custodian for client funds or securities, and does not require prepayment of fees six months or more in advance.