

ADV Part 2A and 2B: FIRM BROCHURE

FALCON CAPITAL MANAGEMENT, LLC

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July 2, 2015

This brochure provides information about the qualifications and business practices of Falcon Capital Management, LLC ("Falcon Capital Management" or "FCM"). If you have any questions about the contents of this brochure, please contact us at (312) 724-9260 or info@falconcapitalmanagement.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.

Falcon Capital Management is an Illinois state registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Falcon Capital Management also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Since the initial brochure filing for Falcon Capital Management, LLC ("Falcon Capital Management" or "FCM"), the company has changed its address, begun offering a large-cap strategy and is in the process of launching a small-cap value mutual fund that is substantially similar to one of its existing small-cap value strategies.

Additionally, Falcon Capital Management will provide clients with a new brochure as necessary based on material changes, without charge.

Item 3 - Table of Contents

Item 1 - Cover Page	1
Item 2 - Material Changes	2
Item 3 - Table of Contents.....	3
Item 4 - Advisory Business.....	4
Item 5 - Fees and Compensation.....	5
Item 6 - Performance-Based Fees and Side-By-Side Management	6
Item 7 - Types of Clients.....	6
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 - Disciplinary Information	9
Item 10 - Other Financial Industry Activities and Affiliations	9
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal	11
Item 12 - Brokerage Practices.....	13
Item 13 - Review of Accounts	15
Item 14 - Client Referrals and Other Compensation.....	16
Item 15 - Custody	16
Item 16 - Investment Discretion	17
Item 17 - Voting Client Securities	17
Item 18 - Financial Information	18
Item 19 - Requirements for State-Registered Advisers.....	19
Form ADV Part 2B: BROCHURE SUPPLEMENT	22

Item 4 - Advisory Business

- A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

Firm Description

Founded in 2015, Falcon Capital Management, LLC ("Falcon Capital Management" or "FCM" or "Firm"), is a Chicago-based investment adviser focusing on small, mid and large-capitalization value securities. FCM adheres to a disciplined process of intrinsic value investing. The Firm's goal is to deliver superior returns over the long term by infusing an accomplished, stable and motivated investment team with a disciplined and repeatable process. FCM offers investment management services to separately managed accounts and to other managers in a sub-advisory capacity.

Principal Owners/ Ownership Structure

Falcon Capital Management is owned by Kevin E. Silverman, Tim Philosophos, Madison Partners LC and Monninger Road L.P. For more information on the owners of Falcon Capital Management, please see Schedule A of the Firm's ADV Part 1.

- B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

Falcon Capital Management concentrates its investment products on two equity strategies of predominantly small-capitalization companies, one equity strategy of large-capitalization companies and one mutual fund that is substantially similar to one of its small-capitalization strategies. One of the small-capitalization strategies is a diversified style of investment, typically holding 50 to 60 equity positions and cash of less than 7%. The other small-capitalization portfolio is a high conviction style of investment, typically holding 20 to 30 equity positions and cash of less than 10%. The mutual fund is substantially similar to this small-capitalization, high conviction strategy of 20 to 30 equity positions. The large-capitalization strategy is a diversified style of investment, typically holding 65 to 75 companies and cash positions of less than 5%.

- C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

Falcon Capital Management offers its advisory services in the form of three separately managed

equity strategies (composites) and one equity mutual fund. FCM does not tailor their advisory services to individual clients may add new composites based on specific needs described in a client or prospect's Investment Policy Statement.

- D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

Falcon Capital Management does not participate in wrap fee programs.

- E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date "as of" which you calculated the amounts.

As of July 6, 2015, 2015 Falcon Capital Management managed \$1,400,000 in regulatory assets under management, with \$1.3 million managed on a discretionary basis and \$100,000 managed on a non-discretionary basis.

Item 5 - Fees and Compensation

- A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

In consideration of the investment management services provided, Falcon Capital Management charges management fees to its clients. Mutual Fund clients will pay FCM a management fee of .95% of assets under management per year. Clients having Separately Managed Accounts with the Firm generally pay FCM a management fee of 1% of assets under management per year, quarterly in advance. FCM may however, in its sole discretion, elect to reduce or waive a portion of the management fee for Separately Managed Accounts. Such factors FCM may consider in waiving or reducing a portion of the management fee include, but are not limited to, the size of an investor's commitment and/or an investor's prior relationship to an employee of FCM. FCM may also waive or reduce a portion of the management fee for FCM employees, affiliates and their family members.

- B. Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.

Management fees for Separately Managed Accounts are either deducted from individual client accounts or paid separately, outside the client account, at the client's choice. Fees will be billed quarterly in either billing method. For the mutual fund, fees will be taken from the account itself on a monthly basis in arrears.

- C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.

In addition to the investment advisory services discussed above, clients may incur third-party investment management, brokerage, custodial, administration, reporting/performance measurement and other transaction fees in connection with the implementation of their investment management strategy. These additional fees are negotiated between the client and each third party directly.

- D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

Unless different arrangements are made, clients of Falcon Capital Management with Separately Managed Accounts pay management fees quarterly in advance as described in the investment management agreement with each client. If the advisory contract is terminated before the end of the billing period, refunds will be calculated on a prorated basis to the next month end and refunded by check within 30 days. In circumstances where a client's account includes the advisor's mutual fund, clients should be aware that they are paying an investment management fee to the adviser of the mutual fund, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to FCM's fee, and FCM does not receive any portion of these commissions, fees, and costs, except FCM may receive compensation for providing shareholder services. FCM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. In addition to FCM's fees, clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

- E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.

Neither Falcon Capital Management nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

Item 6 - Performance-Based Fees and Side-By-Side Management

- A. If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a Client that is a hedge fund or other pooled investment vehicle) –

disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.

Falcon Capital Management does not accept any performance-based fees.

Item 7 - Types of Clients

- A. Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

Falcon Capital Management provides discretionary investment advice to corporate pension funds and high net worth individuals and may provide discretionary advice to estate planning trusts, families, family limited partnerships, family offices and related trustees, as well as the clients of brokers and registered investment advisers. FCM also may provide its services as a sub-adviser to other investment advisers.

Subject to negotiation, Falcon Capital Management has a one million dollar minimum for separately managed accounts. Subject to negotiation, FCM has minimum initial investment requirements of \$10,000 for regular accounts and \$5,000 for Retirement accounts in their mutual fund Class I Shares. FCM has minimum initial investments of \$1,000 for regular accounts and \$500 for Retirement accounts in their mutual fund Class A Shares.

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

- A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.

Falcon Capital Management applies fundamental analysis and a long-term perspective to its investment process, which utilizes an intrinsic value or “true worth” based value-approach to portfolio construction. FCM monitors and studies the equity market and applies a bottom-up approach to discover unrecognized opportunities to deliver value by purchasing under-valued equity securities for client accounts. While FCM is mindful of its sector and industry weightings and limits exposure in any one sector to between 0 and 3x the corresponding exposure in their benchmark index, the Firm does not have specifically targeted industry weightings. FCM employs a team approach to original, in-depth research in efforts to obtain unique insights into prospective holdings that would enable differentiated value judgments. Evaluating stocks much like an astute private investor looking to acquire the entire company, FCM invests when share prices are at a substantial discount to their estimate of a business’s per share worth. FCM

invests with a long-term perspective and waits for the gap between price and value to close.

For its small-capitalization strategies, Falcon Capital Management generally targets companies with a market capitalization less than \$5 billion at purchase and looks for companies with a secure capital structure, high returns on capital, a defensible niche, an effective leadership team and exposure to a market-share gaining theme. FCM seeks to maximize total return by investing in companies with stock prices trading at a minimum 40% discount to its estimate of the company's per share, true worth and having an annualized expected return of least 20%. If return expectations remain greater than 20%, FCM will hold a stock as it appreciates, but will sell stocks in companies that have appreciated to a market capitalization exceeding \$10 billion. Maximum position sizes are generally 10% of total assets. While each investment is subject to unique influences, the typical investment time horizon is three to four years and the portfolio's annual expected turnover is 30 to 40%.

For its large-cap portfolio, Falcon Capital Management generally targets companies with a market capitalization of more than \$5 billion at purchase and looks for what it believes are high-quality, profitable companies having a secure capital structure that trade at a discount to its estimate of true worth. This strategy strives to provide preservation of capital with steady, current income that may help cushion against price declines while contributing to consistent, long-term total returns. Maximum position sizes are generally 6% of total assets. While each investment is subject to unique influences, the typical investment time horizon is three to five years and the portfolio's annual expected turnover is 20 to 40%.

B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

No investment is free of risk. Current and prospective clients are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. Based on the types of investments that the Firm recommends, all clients should be aware of certain risk factors, which include, but are not limited to, the following:

Risks in General. Domestic and foreign economic growth and market conditions, interest rate levels, and political events are among the factors affecting the securities markets of the Firm's investments. There is risk that these and other factors may adversely affect performance. An investor should consider their own investment goals, time horizon, and risk tolerance before investing with the Firm. An investment with Falcon Capital Management may not be appropriate for all investors and is not intended to be a complete investment program. An investor may lose money by investing with the Firm.

Small Sized Companies Risk. For two of the Firm's strategies that invest primarily in securities

issued by small-capitalization companies, there is a potential to be more volatile than an investment that focuses on securities issued by larger companies. The earnings and prospects of these companies can be more volatile than larger companies. Small-sized companies may experience higher failure rates than do larger companies. The trading volume of securities of small sized companies is normally less than that of larger companies and, therefore, may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies. Small-sized companies may have limited markets, product lines or financial resources and may lack management experience. Small-sized companies may have less experienced management, narrower product lines, more limited financial resources, and less publicly available information than larger companies. In addition, smaller companies are typically more sensitive to changes in overall economic conditions and their securities may be difficult to trade.

Value Investing Risk. Value investing attempts to identify companies selling at a discount to their intrinsic value. Value investing is subject to the risk that a company's intrinsic value may never be fully realized by the market or that a company judged by the Adviser to be undervalued may actually be appropriately priced

Management Risk. Management risk is the risk that the investment process used by the portfolio manager could fail to achieve the investment goal and cause an investment to lose value.

Limited Operating History Risk. The Firm is new and has a limited history of operation. Accordingly, an investment with Falcon Capital Management entails a high degree of risk. There can be no assurance that the Adviser will achieve its investment objective notwithstanding the performance of any or all of the foregoing or their respective affiliates or principals in other transactions.

Item 9 - Disciplinary Information

- A. If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Like other registered investment advisers, Falcon Capital Management is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of the Firm or the integrity of its employees. No material events have occurred at FCM that are applicable to this Item.

Item 10- Other Financial Industry Activities and Affiliations

- A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

Falcon Capital Management's Chief Investment Officer/Portfolio Manager is registered as an investment adviser representative in the state of Illinois. No other management persons are registered or have an application pending to register as a broker-dealer or a registered representative.

- B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities, disclose this fact.

Neither Falcon Capital Management nor any of its management persons is registered or has an application pending to register as a futures commission merchant, commodity pool operator, commodity-trading adviser, or associated person of the foregoing, and FCM does not anticipate such affiliations in the future.

- C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. Broker-dealer, municipal securities dealer, or government securities dealer or broker
2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. Other investment adviser or financial planner
4. Futures commission merchant, commodity pool operator, or commodity trading advisor
5. Banking or thrift institution
6. Accountant or accounting firm
7. Lawyer or law firm
8. Insurance company or agency
9. Pension consultant
10. Real estate broker or dealer
11. Sponsor or syndicator of limited partnerships

Falcon Capital Management has no arrangements with any related person who is a broker-dealer, an investment company, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships that are material to its advisory services or its clients.

- D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

Falcon Capital Management has and will continue to develop relationships with professionals who provide services it does not provide, including legal, accounting, banking, tax preparation, insurance brokerage, trading and related services, software services, and other professional services. Falcon Capital Management does not currently recommend or select other investment advisers for any client. None of the above relationships creates a material conflict of interest with any of FCM clients or its investors.

From time to time, Falcon Capital Management may receive training, information, promotional material, meals, gifts or prize drawings from vendors and others with whom it may do business or to whom it may make referrals. At no time will FCM accept any benefits, gifts or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider.

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

- A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.

As fiduciaries, Falcon Capital Management and its employees have certain legal obligations to put clients' interests ahead of their own. FCM has adopted a written code of ethics based on principles of openness, honesty, integrity and trust. At least once a year, each FCM employee is required to acknowledge this code and agree to be bound by it.

Falcon Capital Management's code of ethics covers standards of business conduct, confidentiality of client information, personal trading requirements, insider trading, reporting of personal securities transactions, restrictions on accepting and giving of significant gifts, political contribution policies,

and reporting of certain gifts and business entertainment items, among other things. The code includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

Employees of Falcon Capital Management who violate the code of ethics may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, suspension or dismissal. Employees are also required to promptly report any violations of the code of ethics of which they become aware.

FCM will provide a copy of its code of ethics to any existing or prospective investor upon request to its Chief Compliance Officer, at 312-724-9260 or info@falconcapitalmanagement.com.

B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the of interest it presents. Describe generally how you address conflicts that arise.

Examples: (1) You or a related person, as principal, buys securities from (or sells securities to) your clients; (2) you or a related person acts as general partner in a partnership in which you solicit client investments; or (3) you or a related person acts as an investment adviser to an investment company that you recommend to clients.

Falcon Capital Management does not maintain a proprietary account but does permit employees to invest for their personal accounts. However, no owner, partner or employee of FCM owns a material interest in any publicly traded equity and therefore, given FCM's public equity only investment style, it is highly unlikely that a conflict of this sort could occur.

C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

In its role as an investment adviser to its clients, Falcon Capital Management and its principals and employees make investment recommendations to their clients. While FCM and its principals and employees may trade and invest for their own accounts in the same securities as those in which it invests on behalf of their clients, the Firm's code of ethics has procedures designated to ensure that principals and employees do not enter into transactions in their personal accounts which could materially disadvantage its clients. The code of ethics requires supervised persons to submit periodic brokerage account statements, as applicable, for review. The Chief Compliance Officer will review these account statements on a periodic basis in order to identify any conflicts of interest.

In rare cases, Falcon Capital Management business may unintentionally provide FCM and its employees with access to material nonpublic ("insider") information. The code of ethics includes a

prohibition on trading based upon inside information and outlines strict policies that dictate how any such information is treated.

- D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

FCM employees from time to time may buy or sell a security at or about the same time that they recommend that a client buy or sell the security or, pursuant to their discretionary investment authority, buy or sell the security for the client account.

The Firm's code of ethics prohibits FCM employees from engaging in any personal securities transaction that may conflict with the interests of clients, and requires the employees, when transacting in a security both for a client account and their own account, to execute the client transaction either at the same time ("alongside") as or before their personal trading transaction. In these cases where any FCM related person has discretion over trades made for his or her personal account, the personal trades are subject to pre-approval by the Chief Compliance Officer in order to ensure that there is no "front running" by the FCM related person and to otherwise ensure that the best interest of FCM clients is served. In addition, FCM requires all employees involved in trading for their own account to provide the Chief Compliance Officer with the records of these transactions. On a periodic basis, the Chief Compliance Officer inspects each FCM employee's personal trading records for possible improper trades.

Item 12 - Brokerage Practices

- A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).
1. ***Research and Other Soft Dollar Benefits.*** If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.
 - a. Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.
 - b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services,

rather than on your clients' interest in receiving most favorable execution.

- c. If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.
- d. Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.
- e. Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year.
- f. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received.

Falcon Capital Management does not select broker-dealers for its clients and does not engage in soft dollar benefits. Transactions are allocated to various broker-dealers on the basis of best execution available in light of the overall quality of brokerage, prime brokerage, financing and other services provided. FCM is authorized to determine the broker or dealer to be used for each securities transaction. In selecting brokers or dealers to execute transactions, FCM will consider the following factors, among others: trading cost, the financial stability and reputation of the broker, the Firm's experience with the broker, the quality of the investment research, investment strategies, special execution capabilities, clearance, settlement, custody, recordkeeping and other services provided by such broker.

B. Brokerage for Client Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

- 1. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.
- 2. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.

As stated above, Falcon Capital Management does not select broker-dealers for clients, nor does the Firm receive client referrals from broker-dealers or third parties. In selecting brokers or dealers to execute transactions, FCM will consider the following factors, among others: trading cost, the financial stability and reputation of the broker, the Firm's experience with the broker, the quality of the investment research, investment strategies, special execution capabilities, clearance, settlement, custody, recordkeeping and other services provided by such broker.

C. Directed Brokerage.

1. If you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their clients to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money.
2. If you permit a client to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of client transactions. Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Falcon Capital Management does not recommend, request or require clients to execute transactions through a specified broker-dealer. FCM does permit clients to direct brokerage. In such cases, FCM may be unable to achieve the most favorable execution of client transactions and the client may perceive less favorable prices and may pay higher brokerage commissions, as FCM may not be able to aggregate orders to reduce transaction costs.

- D. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.

Falcon Capital Management generally aggregates purchase and sale orders for client accounts whenever possible in order to receive average pricing and avoid a disadvantage to any client. In aggregating orders, FCN also seeks to achieve lower commission rates or more favorable transaction prices.

Item 13 - Review of Accounts

- A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.

Senior investment professionals at Falcon Capital Management periodically review client accounts. Reviews are conducted by the portfolio manager along with other firm analysts.

- B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.

In addition to the periodic client account reviews, the Firm may review client accounts when any of the following occur: any major change in the investment environment; any major change in reported investment performance that is inconsistent with the investment environment and the client's risk parameters; any major change in a client's investment objectives or liquidity; or any major change in client assets under management.

- C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

Falcon Capital Management provides periodic, written reports to clients setting out the general performance of each client's account and the Firm's view of current market conditions. In addition, qualified custodians will provide periodic statements directly to investors.

Item 14- Client Referrals and Other Compensation

- A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

Only clients provide an economic benefit to the Firm in exchange for providing investment advice.

- B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.

Neither Falcon Capital Management nor a related person directly or indirectly compensates any person who is not a supervised person for client referrals.

Item 15- Custody

- A. If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that

clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.

Falcon Capital Management does not maintain custody over client accounts including any accounts that may be sub-advised. Clients have established their own, independent relationships with a chosen qualified custodian and receive statements directly from such chosen custodian. Qualified custodians do typically distribute account statements directly to each client and FCM encourages clients in periodic written communications to compare the statements they receive from their qualified custodians with any statements they receive from the FCM.

Item 16- Investment Discretion

- A. If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

Falcon Capital Management generally will be retained on a fully discretionary basis and will be authorized to determine and direct execution of portfolio transactions pursuant to the terms of the investment management agreement and other documents executed between FCM and each investor, including a limited power of attorney to trade such accounts. In these documents, FCM and its clients may place limitations on discretionary authority, such as specific securities or types of securities FCM is or is not authorized to purchase for the account. The terms upon which the Firm serves as an investment manager are established at the time each client retains the Firm as their investment manager.

Once a client executes an investment management or similar document with Falcon Capital Management, the Firm is not required to contact the client prior to transacting any business, unless otherwise specified. Clients who have granted discretionary trading authority to FCM are required to grant a "limited power of attorney" over clients' custodial account for purposes of trading and fee deduction.

Item 17- Voting Client Securities

- A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients

that they may obtain a copy of your proxy voting policies and procedures upon request.

Falcon Capital Management clients has, and will accept, authority to vote client securities for Mutual Fund clients as well as for clients with Separately Managed Accounts. FCM has adopted a proxy voting policy pursuant to SEC Rule 206(4)-6 to describe how it votes its clients' proxies. FCM's main voting policy is to vote in the best interest of its clients, consistent with its duty of care and loyalty. FCM generally votes for proposals that it believes will maximize the value of the client's security. The factors FCM considers will vary according to the security and client, and may include market information, the company's financial situation, the industry, and the client's investment guidelines. The Firm will retain all proxy voting records in accordance with SEC Rule 206(4)-6. In general, investors cannot request that FCM vote in a particular way on any specific proposal.

By request to the Chief Compliance Officer, clients may obtain a copy of Falcon Capital Management's proxy voting policy as well as information about how it voted client securities.

- B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.

For Mutual Fund clients and clients with Separately Managed Accounts, Falcon Capital Management generally has, and will accept, authority to vote client securities unless, in the case of Separately Managed Accounts, the client has not given discretion to vote proxies in its advisory agreement. In this case the client is in receipt of proxies or other solicitations directly from their custodian or transfer agent. However, the client is free to contact FCM to discuss or answer any questions they may have pertaining to a particular solicitation.

Item 18- Financial Information

- A. If you require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.
1. The balance sheet must be prepared in accordance with generally accepted

accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.

- 2 Show parenthetically the market or fair value of securities included at cost.
- 3 Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.

Falcon Capital Management does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance.

- B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.

Falcon Capital Management does not have any financial condition that impairs its ability to meet contractual and fiduciary commitments to its clients.

- C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

Falcon Capital Management has not been the subject of a bankruptcy proceeding.

Item 19- Requirements for State-Registered Advisers

- A. Identify each of your principal executive officers and management persons, and describe their formal education and business background. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.

Kevin E. Silverman, CFA is the Chief Executive Officer, Chief Investment Officer, and Portfolio Manager of Falcon Capital Management. Mr. Silverman received a bachelor's degree in Finance and Marketing, with a concentration in mathematics, as well as a Master's Degree in Finance from the University of Wisconsin – Madison. Prior to co-founding FCM, Mr. Silverman was a Managing Director at Dearborn Partners, LLC after the 2010 acquisition of Third River Capital Management, LLCs institutional business, which Mr. Silverman co-founded in 2007. He was also a partner at Forestview Wealth Management, a wealth management practice he also co-founded in 2007. Prior to that, Mr. Silverman was at ABN Amro, Everen Securities and Harris Associates in managing director and senior analyst positions. He began his career in 1981 at Duff and Phelps, Inc.

Tim Philosophos is the Chief Compliance Officer and Chief Operating Officer of Falcon Capital Management. Mr. Philosophos received a bachelor's degree in Finance and Real Estate/Urban Land Economics, as well as a Master's Degree in Finance from the University of Wisconsin – Madison. Prior to co-founding FCM, Mr. Philosophos was a Managing Director at Dearborn Partners, LLC and Dearborn Partner's institutional business division, Third River Capital Management, LLC. Previously, he was a venture capital investor and a consultant to private clients and family offices. In addition, Mr. Philosophos has over 25 years of experience in the capital markets industry as an institutional salesman at firms including Goldman Sachs, Lehman Brothers, Cleary Gull and Jefferies.

- B. Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.

Falcon Capital Management is not actively engaged in any other business other than the advisory services described in this Brochure.

- C. In addition to the description of your fees in response to Item 5 of Part 2A, if you, or a supervised person, are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Disclose specifically that performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

This item is not applicable as Falcon Capital Management does not accept any performance-based fees.

- D. If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.
 - f. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - g. an investment or an investment-related business or activity;
 - h. fraud, false statement(s), or omissions;

- i. theft, embezzlement, or other wrongful taking of property;
- j. bribery, forgery, counterfeiting, or extortion; or
- k. dishonest, unfair, or unethical practices.

Neither Falcon Capital Management nor any management person has been involved in any of the events described above.

E. In addition to any relationship or arrangement described in response to Item 10.C. of Part 2A, describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A.

Neither Falcon Capital Management nor any management person has any relationship or arrangement with any issuer of securities.

Item 1 - Cover Page

Form ADV Part 2B: BROCHURE SUPPLEMENT

FALCON CAPITAL MANAGEMENT, LLC

220 N. Green Street
5th floor
Chicago, IL 60607
(312) 724-9260 (phone)
www.falconcapitalmanagement.com

July 2, 2015

This brochure supplement provides information about Falcon Capital Management, LLC ("Falcon Capital Management" or "FCM") that supplements FCM's brochure. You should have received a copy of that brochure. Please contact the Firm's Chief Compliance Officer, at (312) 724-9260 or info@falconcapitalmanagement.com if you did not receive FCM's brochure or if you have any questions about the contents of this supplement.

Additional Information about Falcon Capital Management is available on the SEC's website at www.adviserinfo.sec.gov.

Kevin Silverman

Year of Birth: 1956

Title: Chief Executive Officer, Chief Investment Officer, and Portfolio Manager

220 N. Green Street, 5th floor

Chicago, IL 60607

312-724-9260

Item 2 Educational Background and Business ExperienceEducation:

Mr. Silverman received a bachelor's degree in Finance and Marketing, with a concentration in mathematics, as well as a Master's Degree in Finance from the University of Wisconsin – Madison, where he was a member of Steve Hawk's Applied Security Analysis Program. Mr. Silverman is also a Chartered Financial Analyst ("CFA"). The CFA designation is an international professional certification offered by the CFA Institute to financial analysts who complete a series of three examinations. To become a CFA charter holder, candidates must pass each of three six-hour exams, possess a bachelor's degree from an accredited institution (or have equivalent education or work experience) and have 48 months of qualified, professional work experience. CFA charter holders are also obligated to adhere to a Code of Ethics and Standards governing their professional conduct. Mr. Silverman is an investment adviser representative registered with the state of Illinois.

Business Background:

Mr. Silverman has 33 years of experience in the investment business. Prior to co-founding Falcon Capital Management, Mr. Silverman was a Managing Director at Dearborn Partners, LLC after the 2010 acquisition of Third River Capital Management, LLC's institutional business, which Mr. Silverman co-founded in 2007. He was also a partner at Forestview Wealth Management, a wealth management practice he also co-founded in 2007. From 2001 to 2004, Mr. Silverman was at ABN Amro, part of a five-person team managing the \$3 billion ABN Amro Large Cap Growth Fund while also incubating a concentrated small cap value composite. From 1998-2001 Mr. Silverman was a Managing Director and Senior Equity Analyst at ABN Amro Securities, following companies in the consumer discretionary sector, including Internet retailers. Mr. Silverman was a Managing Director and Senior Equity Analyst at Everen Securities (formerly Kemper Securities) from 1991 to 1998, and an Analyst at Harris Associates from 1984 to 1991. He began his career in 1981 as an equity analyst at Duff and Phelps, Inc.

Designation

Mr. Silverman is the Chief Executive Officer, Chief Investment Officer, and a Portfolio Manager of Falcon Capital Management.

Item 3 Disciplinary Information

Mr. Silverman has never been the object of any material legal or disciplinary event, proceeding or action.

Item 4 Other Business Activities

Mr. Silverman is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

Item 5 Additional Compensation

Mr. Silverman does not receive an economic benefit for providing advisory services, other than regular salary, bonus and profit distributions to owners, if any, paid by Falcon Capital Management.

Item 6 Supervision

Mr. Silverman is the designated principal and supervisor on behalf of Falcon Capital Management and will supervise all clients' account. Mr. Silverman can be reached at (312) 724-9260 or kevin@falconcapitalmanagement.com.

Item 7 Requirements for State-Registered Advisers

In addition to the events listed in Item 3 of Part 2B, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- a. an investment or an investment-related business or activity;
- b. fraud, false statement(s), or omissions;
- c. theft, embezzlement, or other wrongful taking of property;
- d. bribery, forgery, counterfeiting, or extortion; or
- e. dishonest, unfair, or unethical practices.

Mr. Silverman has been involved in none of the events listed above.

If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.

Mr. Silverman has not been the subject of a bankruptcy petition.