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This brochure provides information about the qualifications and business practices of Port Capital LLC. If you have any questions about the contents of this brochure, please contact us at 312.788.2400 or trothmeyer@portcapital.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.

Port Capital LLC is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. Additional information about Port Capital LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Item 2            Material Changes

This item will be used to communicate a summary of new and/or updated information. We will inform you of the revision(s) based upon the nature of the updated information.

Port Capital LLC will ensure that you receive a summary of any material changes to this and subsequent brochures within 90 days of the close of our business' fiscal year. Additionally, we will provide you with other interim disclosures about material changes as necessary.

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Item 4            Advisory Business

A. Business Commencement Date

Port Capital LLC (“Port Capital”, the “Firm”, “we”, “our” or “us”) was founded in March, 2015.

B. Ownership

Brien M. O’Brien is the principal shareholder (i.e., shareholder controlling 25% or more of Port Capital)

C. Investment Services

Port Capital provides continuous advice to clients regarding the investment of client funds based on the individual needs of the client. We manage investments with discretionary authority on behalf of clients. Account supervision is guided by the client’s stated objectives (e.g., capital appreciation, growth, income, etc...), as well as tax considerations.

Clients may impose guidelines or restrictions on investing in certain securities, types of securities, or industry sectors.

Once a client portfolio is established, the account is reviewed at least quarterly and, if necessary, the portfolio is rebalanced based on the client’s individual needs.

Our investment recommendations are limited to specific products or services offered by broker/dealers and/or issuers, and will generally include consideration of the following types of securities:

- Exchange-listed securities (stocks, mutual funds, ETFs)
- Corporate Bonds
- Municipal Bonds
- U.S. Government- issued bonds
- Private Limited Partnerships

Because some types of investments involve certain additional degrees of risk, they generally only will be recommended when consistent with the client’s stated investment objectives, tolerance for risk, liquidity and suitability.

D. Wrap Fee Programs

Port Capital does not participate in any wrap fee programs.

E. Assets Under Management

As of August 28, 2015, Port Capital is managing \$253,465,343 in client assets on a discretionary basis.

## Item 5 Fees and Compensation

Fees are calculated quarterly based on the total market value of assets under management, as determined as of the close of business of each calendar quarter, and billed in arrears. In the event of significant cash flows within an account during a quarter (10% or greater), fees will be adjusted accordingly. Following is the stated fee schedule:

### **Equity Portfolios**

<i>Asset Level</i>	<i>Annual Fee</i>
First \$15,000,000	1.00%
Assets over \$15,000,000	0.80%

### **Fixed Income and Yield-Oriented Portfolios**

<i>Asset Level</i>	<i>Annual Fee</i>
All Assets	0.50%

### **Balanced accounts**

<i>Asset Level</i>	<i>Annual Fee</i>
First \$2,000,000	1.00%
Assets over \$2,000,000	0.50%

In certain circumstances, Port Capital may create customized fee schedules and also in certain circumstances, some clients may negotiate different fees, billing format and/or time frame. Exceptions to the general fee schedule may be made under certain circumstances depending upon the exact nature of the services to be performed or responsibilities assumed by Port Capital. For example, Port Capital may negotiate fees where a client is seeking to invest a substantial amount.

Port Capital will bill its clients based upon the client's preferred billing method. However, in most cases, Port Capital will generate an invoice quarterly in arrears and submit the invoice to the client or the client's designated agent for payment. In some cases, clients may elect to have Port Capital deduct management fees from their custodial accounts electronically. If that election is made, Port Capital will deliver an informational copy directly to the client or their designated agent.

It should be noted that Port Capital's fees are exclusive of brokerage commissions, transactions fees and/or other related costs and expenses which may be incurred by the client. Clients may also incur charges imposed by custodians, brokers and/or other third parties, such as: custodial fees, transfer taxes, wire transfer and electronic fund fees. With respect to mutual funds, exchange traded funds and other collective investment vehicles in client accounts, Port Capital's fees are in addition to advisory fees which may be charged by such mutual funds and collective investment vehicles as per the fund's prospectus. Furthermore, it should be noted that Port Capital does not receive any portion of such charges, fees and/or commissions.

A client agreement may be canceled at any time, by either party, for any reason upon thirty (30) days' written notice to the non-terminating party.

Item 6            Performance – Based Fees

Port Capital does not charge performance-based fees.

Item 7            Types of Clients

Port Capital provides advisory services to the following types of clients:

- High net worth individuals
- Individuals other than high net worth individuals
- Pension and profit sharing plans
- Charitable organizations
- Corporations or other businesses not listed above

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

Port Capital portfolio managers will perform due diligence analysis on each of the holdings in the equity, fixed income, private investments and other financial instruments that may be used. A review will typically include the following:

1. Review of recent and historical financial statements and regulatory filings of the issuing company;
2. Relative valuation of the securities intended to be purchased versus their peer group or competitive group;
3. Identification of unique or special assets of the issuing company which may not be recognized or valued appropriately by the general market;
4. Ability of the issuing company to meet its obligations to debt holders;
5. Review of an issuing company's overall financial strength and dominance in its market place;
6. Review exposure of the issuing company to currency and global market disruptions; and
7. Quality of the issuing company's products and barriers to entry that may benefit the company from a competitive view point.

The portfolio manager, Brien O'Brien, will conduct this analysis using publicly available information as well as possible meetings with customers or suppliers of the portfolio companies, site visits or other types of due diligence to gain unique insights into a company's overall financial strength and potential for future growth. The opinions gained and developed during this process may be contrary to prevailing market wisdom at certain times.

Port Capital will typically operate in the domestic U.S. Markets. When non-U.S. securities are used in a client's portfolio they will generally be owned through limited partnerships, exchange traded funds or mutual funds.

Where limited partnerships, exchange traded funds, or mutual funds are used, Port Capital will analyze each of the above factors where relevant and also may perform additional analysis on those funds' custodial arrangements, fee structures, the fund managers' ability to have historically executed on the strategy being employed and the likelihood of the strategy employed being successful in the future.

In certain incidences, Port Capital may use options or futures in a limited basis to control overall portfolio risk or to maintain or increase a portfolios' exposure to a certain market where it is felt that the options or derivatives markets provide a more efficient method of managing an intended risk exposure for a portfolio. The use of such securities will be limited however and will not comprise a majority of the client's portfolio exposure.

Client portfolios generally will not employ leverage except in the case where client cash flow needs necessitate the short term use of leverage. However, certain funds in which client accounts are invested and companies in which those funds are invested, may utilize leverage as part of their normal business operations and Port Capital will analyze that risk and make judgements on that risk on a case by case basis.

Strategies that will be employed for Port Capital clients include the following:

1. Large Cap Equities;
2. Small – Mid cap equities;
3. Master Limited Partnerships;
4. Balanced Portfolios using Exchange Traded Funds or Mutual Funds;
5. Fixed income management; and
6. Customized portfolio strategies developed to meet a unique or specific client need.



Item 9            Disciplinary Information

Registered investment advisers are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of its advisory business or the integrity of its management. Port Capital and its management personnel have no reportable disciplinary events to disclose.

Item 10           Other Financial Industry Activities and Affiliations

Port Capital is not engaged in other financial industry activities and has no affiliations with other financial firms or persons.

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

Port Capital has adopted a Code of Ethics, which sets forth high ethical standards of business conduct that are required of its employees, including compliance with all applicable federal securities laws. All employees of Port Capital are required to acknowledge the terms of the Code of Ethics upon hire and annually thereafter.

A copy of Port Capital's Code of Ethics is available to any client or prospective client upon request by contacting Port Capital at 312.788.2400.

Contents of the Code of Ethics include:

- Standards of Conduct;
- Policies for insider trading;
- Policies for employees' personal securities transactions;
- Policies on gifts, entertainment & contributions;
- Confidentiality policies.

Port Capital, employees of Port Capital, their family members and/or individuals associated with Port Capital may buy or sell the same securities for their personal accounts which are identical to those recommended to clients or that the clients own. At no time will Port Capital put personal interests before those of its clients', or intentionally disadvantage clients when executing trades; and all client orders will be filled before Port Capital's or its affiliates' orders.

### **Custodianship**

Clients of Port Capital must maintain their accounts at a qualified custodian, generally a broker/dealer or bank. Port Capital does not maintain custody of client accounts. Port Capital can assist in the process of establishing and opening accounts on behalf of clients.

### **Transaction Broker/Dealers**

It is the policy and practice of Port Capital to strive for the best price and execution that are competitive in relation to the value of the transaction. In selecting a broker/dealer, Port Capital will consider such factors that in good faith and judgement it deems reasonable under the circumstances. Factors Port Capital may consider include, without limitation, the following:

- Execution ability, including trading experience in markets/securities needed, quality of trading, and clearance and settlement efficiency and accuracy;
- Accuracy and timeliness of order execution, reports and confirmations;
- Costs, including commission rates, ticket charges, other service charges and the means to correct errors in an acceptable manner;
- Customer service, including responsiveness to Port Capital;
- Commitment to technology and security of confidential information;
- Adequacy of capital and financial responsibility; and
- Reputation and integrity.

Port Capital may select as a broker/dealer for client transactions, broker/dealers that have affiliated entities which have referred or may refer clients to Port Capital. In such cases, Port Capital may have an incentive to select or recommend a broker-dealer based on its interest in receiving referrals, rather than on the clients' interest in receiving more favorable execution. Notwithstanding the foregoing however, Port Capital will only choose such broker/dealers when the execution complies with the principles of best execution. Port Capital has no formal relationships or agreements with any broker/dealer or associated person which requires Port Capital to direct, or which compensates Port Capital for directing any specified level of brokerage/commissions to any broker/dealer.

### **Soft Dollar Considerations**

A "soft dollar" arrangement occurs when a firm directs its brokerage to a particular broker/dealer that charges brokerage commissions that may be higher than they would be for an "execution only" trading relationship in exchange for products or services, such as research. Under such an arrangement, Port Capital would receive a benefit because it would not have to produce or pay for the products or research. Currently, Port Capital is not a party to any "soft dollar" arrangements.

### **Client-Directed Brokerage**

Clients of Port Capital are required to give Port Capital discretion and authority to manage their assets (including the selection of executing brokers). As such, client-directed brokerage is not allowed.

### Item 13      Review of Accounts

Port Capital conducts ongoing reviews of its clients' accounts. While the underlying securities within the accounts are monitored continually, the accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances or the market/political/economic environment.

Client accounts are reviewed by:

- Brien M. O'Brien, Chairman & CEO
- Tracy E. Rothmeyer, Executive Vice President

In addition to the monthly statements and confirmations of transactions that clients receive from their custodian, Port Capital will provide reports summarizing account balances and holdings on a quarterly basis.

### Item 14      Client Referrals and Other Compensation

Port Capital may, in the future, pay referral fees to independent persons or firms for introducing clients to us. Port Capital also has relationships with parties which may include service providers, accountants, lawyers and data providers whose compensation is solely for the services for which they are engaged and may from time to time refer clients to Port Capital.

Port Capital does not currently pay any referral fees to any person or firm.

### Item 15      Custody

As stated in Item 12, Port Capital does not provide custodial services to its clients. Client assets are held with a qualified custodian – a broker/dealer or bank. Clients should receive a statement of assets and transactions from their custodian at a regular interval (monthly or quarterly) which they should then compare to statements provided to them by Port Capital. Clients should contact us immediately if they believe there is an error in their statement. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

### Item 16      Investment Discretion

As stated in Item 4 (C) of this brochure, Port Capital provides discretionary asset management services.

## Item 17      Voting Client Securities

Port Capital votes proxies for all client accounts; however, clients always have the right to vote proxies. Clients can exercise this right by instructing us in writing to not vote proxies in their account(s).

Port Capital votes proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third party to cast a vote. Clients may obtain a copy of our complete proxy voting policies and procedures by contacting us by telephone, email or in writing. Clients may request, in writing, information on how proxies for its shares were voted.

Port Capital will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Port Capital to transmit copies of class action notices to the client or a third party. Upon such direction, Port Capital will make commercially reasonable efforts to forward such notices in a timely manner.

## Item 18      Financial Information

Port Capital has no additional required financial information to report.

Under no circumstances does Port Capital require or solicit payment of fees in advance of services rendered. Therefore, we are not required to include a financial statement. Port Capital has not been the subject of a bankruptcy petition at any time during the past ten years.

