

## **Form ADV Part 2A: Firm Brochure**

### **Argentem Creek Partners LP**

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#### **Principal Office**

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This brochure provides information about the qualifications and business practices of Argentem Creek Partners LP (“Argentem Creek” or “Advisor”). For more information on the disclosure requirements required for Part 2A, see the “General Instructions for Part 2 of Form ADV” by visiting [www.sec.gov/rules/final/2010/ia-3060.pdf](http://www.sec.gov/rules/final/2010/ia-3060.pdf). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at the number listed above.

Additional information about Argentem Creek is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Argentem Creek is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

**Item 2: Material Changes**

On December 5, 2015, Argentem Creek received an order granting registration pursuant to section 203 of the Investment Advisers Act of 1940. Accordingly, pursuant to disclosure rules under the Advisers Act, this is an amended Brochure compiled by Argentem Creek to provide new and prospective investors with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. We encourage all recipients of this Brochure to read it carefully in its entirety.

In the future, this Item will identify and discuss the material changes since the last annual update to assist investors and make them aware of certain information that has changed since the prior year's Brochure and that may be important to them.

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**Item 4: Advisory Business**

Argentem Creek is a registered investment adviser organized as a limited partnership under the laws of the State of Delaware on September 18, 2015. Argentem Creek was co-founded by Daniel Chapman, Managing Partner, CEO and CIO, and Charles Friedberg, Managing Partner and COO. Mr. Friedberg will oversee Argentem Creek's day-to-day operations, while Mr. Chapman, together with other investment professionals, will execute Argentem Creek's investment strategy.

Argentem Creek expects to provide discretionary advisory services to clients who may include private investment vehicles, and any related special purpose and/or subsidiary investment vehicles ("private funds"). Argentem Creek expects to pursue investments in both private and public companies which may include, but is not limited to, secured and unsecured debt, investment grade and high yield bonds, funded and unfunded bridge loans, distressed securities, mezzanine securities, equity securities, listed and unlisted, US and non-US equities, convertible securities, warrants, options, and other types of derivatives.

Argentem Creek has no clients or assets under management as of the date of this filing.

**Item 5: Fees and Compensation**

Argentem Creek will charge clients an annual management fee not to exceed 2% of the assets under management. Generally, Clients will be billed quarterly in advance. In addition, as more fully described below, Argentem Creek may also receive incentive compensation or income based on net appreciation or realized return. Argentem Creek may agree to charge higher or lower fees, different fee structures, or different expense payment arrangements.

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

Argentem Creek may receive either incentive income or charge clients a performance-based fee. Argentem Creek's receipt of this type of compensation presents a conflict in that it may create an incentive for Argentem Creek to make investments on behalf of its clients that are riskier or more speculative than would be the case in the absence of such compensation. However, to the extent that Argentem Creek enters into such an arrangement, it will take steps to mitigate this conflict.

**Item 7: Types of Clients**

Argentem Creek expects to provide discretionary management and advisory services to clients that will include private funds. Clients, and investors in the private funds may include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), endowments, foundations, banks, pooled investment vehicles (e.g., funds-of-funds), trusts, estates or charitable organizations, and corporate or business entities.

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

As described above, Argentem Creek expects to pursue investments in both debt and equity securities of private and public companies. Investments in debt may include, but are not limited to, investment grade and high yield bonds, or other types of secured and unsecured debt, bridge loans, as well as mezzanine securities and distressed securities. Additionally, Argentem Creek may also invest in listed and unlisted securities of US and non-US issuers, convertible securities, warrants, options, and other types of derivatives.

All investing involves a risk of loss and the investment strategy offered by Argentem Creek could lose money over short or even long periods. Below is a brief overview of various risks related to Argentem Creek's investment strategy and the types of instruments employed by this strategy; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management of clients' assets.

General Market Risks

The success of an Argentem Creek client's investment objective is likely to be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of investments held by a client. Also, unexpected volatility or illiquidity could impair a client's profitability or result in losses.

Equity Securities

Argentem Creek clients may invest in equity securities which are associated with risks such as fluctuations in value in response to issuer, political, market, and economic developments. These fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. Political, or economic developments can affect a single issuer or issuers within an industry or economic sector or geographic region, or the market as a whole. Furthermore, changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

High Yield and Distressed Credits

Argentem Creek may invest in securities of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, or that are involved in bankruptcy or reorganization proceedings. Investments of this type may involve substantial financial and business risks that can result in substantial or at times even total losses. Such investments may be adversely affected by laws (or the absence of laws) relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and a tribunal's power to disallow, reduce, subordinate or disenfranchise particular claims. The market prices of such securities are also subject to abrupt and erratic market movements and above-average price volatility, and the spread between the bid and ask prices of such securities may be greater than those prevailing in other securities markets. It may take a number of years for the market price of

such securities to reflect their intrinsic value, which may not occur until after the Fund's term has expired. In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (*e.g.*, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Fund of the security in respect to which such distribution was made.

#### Fixed Income Securities

In general, the value of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Such interest rate risk is generally greater for fixed income securities with longer maturities but also is present in securities with short durations. Interest rate risk generally is more pronounced with lower rated fixed income securities, which is often the case where the issuer is located in a less developed market. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. Argentem Creek clients who invest in these securities will be exposed to these risks.

#### Options

Argentem Creek may recommend the purchase or sale of options which involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risks that the underlying instrument will not change price in the manner expected, so that the investor loses his premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk and operational risk.

#### Derivatives

Argentem Creek may recommend that clients engage in swap and other derivative transactions. Generally, a derivative contract (including options) typically involves leverage (*i.e.*, it provides exposure to potential gain or loss from a change in the level of the market price of a security, currency or commodity in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract). Accordingly, an adverse change in the price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage inherent in the derivative contract. These contracts also involve exposure to credit risk and involve significant transaction costs.

#### Foreign Securities

Clients may invest in the securities of foreign issuers or securities denominated in foreign currencies. Investing in foreign securities and/or currencies may present a different or greater degree of risk than investing in domestic securities due to possible exchange rate fluctuations, possible exchange controls, less publicly available information, more volatile markets, different

regulatory standards, less favorable tax provisions (including possible withholding taxes), war or expropriation.

#### Liquidity

Argentem Creek may invest clients' assets in instruments where there is likely to be only a limited or no actively traded market or in distressed securities. Under adverse market or economic conditions or in the event of adverse changes in the financial condition of the issuer or of the asset, Argentem Creek may find it more difficult to sell such instruments when it believes it advisable to do so or may be forced to sell them at prices lower than if the instruments were widely held. Thus, the range of disposal strategies available may be further limited. Finally, dispositions of investments may be subject to contractual and other limitations on transfer, or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms obtainable upon a disposition.

#### Valuation

Argentem Creek may recommend that clients invest in securities that are not publicly traded and are required to be fair valued by the Advisor. When estimating fair value, Argentem Creek will apply a methodology based on its best judgment that is appropriate in light of the nature, facts and circumstance of the investments.

#### Lack of Operating History

Although Argentem Creek's team has prior experience, both together and separately, there is no assurance that they will be able to generate returns for clients or that the returns will be commensurate with the risks of investing in instruments and securities that they recommend.

### **Item 9: Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or investor's evaluation of the adviser or the integrity of the adviser's management. Neither Argentem Creek nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

### **Item 10: Other Financial Industry Activities and Affiliations**

Neither Argentem Creek nor its employees are affiliated with any other investment advisor, broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor.

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

Pursuant to Rule 204A-1 of the Advisers Act, Argentem Creek will adopt a code of ethics ("the Code") predicated on the principle that the Advisor owes a fiduciary duty to its clients. The Code will be designed to address and avoid potential conflicts of interest and will be applicable to all officers, directors, members, partners or employees of Argentem Creek ("Employees").

Argentem Creek will require Employees to act in its clients' best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

Argentem Creek generally prohibits the purchase or sale of securities that are held by clients; requires pre-clearance before purchasing an IPO or limited offering (i.e., private placement); requires periodic reporting of Employees' personal securities transactions and all holdings; and requires prompt internal reporting of Code violations. Employees are also required to provide quarterly reports regarding transactions and holdings in Reportable Securities, instruments of indebtedness and newly opened Personal Accounts. Employees must disclose all Personal Accounts initially upon commencement of employment, and annually thereafter.

Argentem Creek endeavors to maintain current and accurate records of all Personal Accounts of its Employees in an effort to monitor all such activity. Clients or prospective clients may request a copy of Argentem Creek's Code by contacting its Chief Compliance Officer at the number shown on the cover of this Brochure.

## **Item 12: Brokerage Practices**

Argentem Creek expects to be provided with full discretion to make the following determinations, subject to clients' investment objectives and restrictions, without obtaining prior consent: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

Argentem Creek intends to seek best execution and expects to select brokers based upon the broker's ability to provide best execution for its clients. In selecting brokers and negotiating commission rates, Argentem Creek expects to take into account such factors as price and transaction costs, the brokers' ability to effect transactions, the brokers' financial stability and reputation, reliability and confidentiality, any products and services provided or paid for by such brokers, including research, brokerage or other services. Accordingly, the amount of commissions paid by clients in any transaction may be higher than amounts that other brokers might charge.

## **Item 13: Review of Accounts**

Argentem Creek expects to review clients' accounts on a regular and continuous basis. These reviews will be conducted by the CIO, Argentem Creek's Investment Team, and risk management function (including the COO) who will meet regularly to discuss investment ideas, economic developments, industry outlook and other issues related to current clients' holdings and potential investment opportunities.

## **Item 14: Client Referrals and Other Compensation**

Argentem Creek does not have any arrangements whereby it compensates any third party for soliciting clients. Argentem Creek may consider such arrangements in the future.



**Item 15: Custody**

All client assets will be held in the custody of unaffiliated broker/dealers or banks. Argentem Creek does not intend to hold custody of any of its clients' assets, except as permitted by applicable law.

**Item 16: Investment Discretion**

In accordance with the terms and conditions of its investment advisory agreements, Argentem Creek is expected to exercise discretionary authority to determine, without obtaining specific consent from its clients the securities and the amounts to be bought or sold on behalf of its clients.

**Item 17: Voting Client Securities**

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, Argentem Creek has adopted and implemented written policies and procedures governing the voting of client securities.

Argentem Creek expects that it will receive proxies in connection with publicly traded securities, in which case Argentem Creek will exercise the proxy vote in the best interest of its clients taking into consideration all relevant factors, including without limitation, acting in a manner that Argentem Creek believes will (i) maximize the economic benefits to the relevant client and (ii) promote sound corporate governance by the issuer. Argentem Creek may, in limited circumstances, allow an investor to direct such proxy voting in connection with a managed account arrangement.

All conflicts of interest will be resolved in the interests of clients. In situations where Argentem Creek perceives a material conflict of interest, Argentem Creek may defer to the voting recommendation of an independent third party provider of proxy services, or take such other action in good faith which would protect the interests of its clients.

All proxies that Argentem Creek receives will be treated in accordance with these policies and procedures. A copy of Argentem Creek's written proxy voting policies and procedures, as well as a record of how Argentem Creek has voted in the past, will be maintained and available for review upon written request. Clients may contact Argentem Creek's Chief Compliance Officer at the number provided at the beginning of this Brochure for this information.

**Item 18: Financial Information**

A balance sheet is not required to be provided as Argentem Creek (i) does not solicit fees more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients or (iii) has not been subject to any bankruptcy proceeding during the past 10 years.