

**PART 2A OF FORM ADV: FIRM BROCHURE**

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This brochure provides information about the qualifications and business practices of MBF Healthcare Management II, LLC ("MBFHMII"). If you have any questions about the contents of this brochure, please contact us at the above telephone number or send an email to [InvestorRelations@mbfhp.com](mailto:InvestorRelations@mbfhp.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

This is neither an offer to sell nor a solicitation of an offer to buy interest in any investment fund managed by MBFHMII or its affiliates.

## **ITEM 2 – MATERIAL CHANGES**

MBFHMII is required to identify and discuss any material changes made to its brochure (the “Brochure”) since the last annual update.

MBFHMII first filed its Brochure in April 2016. There are no material changes to report since that date.

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## **ITEM 4 – ADVISORY BUSINESS**

**ITEM 4A.** MBFHMII is a Florida Limited Liability Company. MBFHMII provides advisory services to MBF Healthcare Partners, LP (MBFHP) and MBF Healthcare Partners II, LP (MBFHPII) (collectively the “Funds”), both Delaware limited partnerships.

Miguel B. Fernandez (“Mr. Fernandez”) founded MBFHMII in April 2016 along with Marcio C. Cabrera, Joseph Ibrahim and Jorge L. Rico, (collectively the “Principals”). Mr. Fernandez is the principal owner of MBFHMII and controls the firm.

MBF Healthcare Advisors I, L.P., a Delaware limited partnership, serves as the general partner of MBFHP (“General Partner”). MBF Healthcare Advisors II, L.P., a Delaware limited partnership, serves as the general partner of MBFHPII (“General Partner II” and the General Partner, together, the “General Partners”). The General Partners and MBFHMII are related parties under common control.

MBF Family Investments, Ltd. (“MBF Family”), is a majority owner of MBFHP and MBFHPII. Mr. Fernandez owns 100% of MBF Holdings, Inc., the general partner of MBF Family, and therefore controls MBF Family.

**ITEM 4B.** MBFHMII provides discretionary advisory services that generally seek to generate long-term capital appreciation by making privately negotiated investments in healthcare-related entities. These services are only provided to the Funds.

**ITEM 4C.** Generally, with respect to the Funds, MBFHMII neither tailors its advisory services to the individual needs of investors in the Funds nor accepts investor-imposed investment restrictions.

**ITEM 4D.** MBFHMII does not participate in any wrap fee programs.

**ITEM 4E.** As of December 31, 2016, MBFHMII manages \$293,840,643 million of regulatory assets under management from the Funds, on a discretionary basis. MBFHMII does not manage any client assets on a non-discretionary basis.

## ITEM 5 – FEES AND COMPENSATION

**ITEM 5A.** As compensation for its services to MBFHP II, MBFHM II receives a management fee (the “Investor Management Fee”) from MBFHP II, payable on a quarterly basis in advance, at an annualized rate of up to 2% of MBFHP II’s aggregate capital commitments pursuant to the Agreement of Limited Partnership of the MBFHP II. MBFHM II does not currently receive any management fees from MBFHP. The General Partner may also receive certain performance based distributions from the Funds as described more fully in Item 6 below.

MBFHM II may receive certain fees from the Funds’ investments in connection with the purchase, monitoring or disposition of investments or in connection with unconsummated transactions (e.g., transaction, directors, consulting, management, investment banking, advisory, closing, topping, break-up and other similar fees). Investors of the Funds receive no benefit from such fees.

MBFHM II processes expenses related to the management and activity of the Funds. Generally ordinary overhead and administrative expenses are incurred by the General Partner, whereas Fund expenses are further described in Item 5C below. Expenses are carefully reviewed by title to determine whether they are manager expenses, Fund expenses, other expenses or if they will be reimbursed by a third party. Certain expenses may require allocation between MBFHM II and other related entities. Such expenses are reviewed to ensure that the allocation is appropriate and consistent with each client’s applicable governing documents. Further, such expenses are allocated using an equitable and consistent methodology as approved by the CFO. The allocation of expenses are recorded as a contra expense on the books of MBFHM II.

**ITEM 5B.** MBFHP II calls capital from its investors for the payment of Investor Management Fees to MBFHM II on a quarterly basis in advance. The Investor Management Fee is not deducted from an investor’s account.

**ITEM 5C.** In addition to the Investor Management Fee and performance allocations, the Funds bear their own expenses as described more fully in each Fund’s governing documents. Fund expenses typically include (but are not limited to) (i) all costs and expenses attributable to acquiring, holding and disposing of a Fund’s investments, (ii) legal, accounting, auditing, insurance, consulting, financing, filing and other fees and expenses, (iii) expenses of a Fund’s Advisory Board (iv) costs, expenses, liabilities and obligations of a Fund associated with the acquisition, holding or disposition of investments (including, without limitation, travel, insurance, litigation and indemnification costs and expenses, judgments and settlements), (v) all out-of-pocket fees and expenses incurred by the Funds, the General Partner or any other management person relating to investment and disposition opportunities for the Funds not consummated, (vi) all out-of-pocket fees and expenses incurred by in connection with any conference or meeting of the limited partners, (vii) the Investor Management Fee (as described above), (viii) any taxes, fees and other governmental charges levied against the Funds, and (ix) any expenses paid to third parties in connection with the organization and funding of the Funds.

**ITEM 5D.** As noted above, Investor Management Fees are paid on a quarterly basis in advance. In the event that an investor withdraws from the MBFHP II on a date other than the last day of the quarter, a pro rata portion of the fee is repaid by MBFHM II to the withdrawing investor.

**ITEM 5E.** MBFHM II or its related parties do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

As noted in Item 5 above, The General Partner may receive distributions from the Funds based on the performance of the Funds (the “Carried Interest”). As described more fully in the governing documents of the Funds, the Funds distribute to the General Partner a Carried Interest equal to 20% of the cumulative distributions made by the Funds, subject to a preferred return and a general partner catch-up. The preferred return is 8% and 5% for MBFHP and MBFHP II, respectively. As noted above, the Funds are MBFHM II’s only clients.

The Carried Interest that the General Partner may receive may create an incentive for MBFHM II to make investments that are riskier or more speculative than would be the case if the Funds did not pay a Carried Interest.

#### **ITEM 7 – TYPES OF CLIENTS**

MBFHMII's only clients are the Funds. The Funds' investors consist primarily of high net worth individuals, trusts and other U.S. entities that qualify as "accredited investors" pursuant to Regulation D under the Securities Act of 1933, as amended. The minimum subscription amount for each investor of the Funds is \$1,000,000, subject to waiver at the General Partner's discretion.

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

**ITEM 8A.** MBFHMII employs a "top-down" approach to its investment decisions under which it actively identifies and invests in companies where direct, proactive involvement strives to create value. MBFHMII will seek to develop the Funds' portfolio companies through organic growth and add-on acquisitions. In pursuing this strategy, the focus is on buyouts, re-capitalizations, restructurings and equity and equity-related investments in portfolio companies.

MBFHMII focuses on investing in companies that operate in sectors with attractive industry dynamics with clear exit opportunities. In partnership with experienced management teams, MBFHMII acquires these businesses at attractive prices with optimal capitalizations that allow management the flexibility to make the changes needed to improve and grow the business. Upon acquisition, value is expected to be created by: (i) stabilizing (when necessary) and improving the base business through the implementation of marketing, operational, growth and management strategies, and (ii) using the base business as a platform from which to grow, both organically and through acquisitions. MBFHMII pursues friendly transactions and performs extensive due diligence in connection with investments before investing its capital. Once the initial investment is complete, MBFHMII works with management and takes a hands-on, value-added approach to improving the underlying business, and guiding it to greater market share and critical mass.

MBFHMII adheres to certain key principles that it believes, when consistently applied, can lead to superior private equity performance over time. These principles include: (i) partnering with strong management; (ii) employing significant leverage; (iii) emphasizing growth as central to value creation; (iv) focusing on creating market leadership and scale; (v) being solution-oriented businessmen rather than financial engineers; and (vi) building value to maximize both the options for exit and the realization of returns.

The execution of MBFHMII's investment strategy has several components. Its investments are anticipated to be made primarily in companies engaged in the healthcare industry. MBFHMII identifies investment opportunities through its sourcing process. Once an opportunity is identified, MBFHMII designs an investment structure that supports the investment thesis and is appropriate for the opportunity. Next, MBFHMII performs careful and extensive due diligence in connection with unaffiliated third party transactions, confirming the investment thesis and the applicability of the investment structure. Thereafter, MBFHMII executes the transaction, negotiating contracts, accessing the debt markets as required and performing a financial restructuring as appropriate. Then, MBFHMII actively monitors the investment, assisting the management team by providing significant financial, operational, marketing and other advisory assistance and by being involved in all major decisions. Finally, MBFHMII leads the sale process when the time comes to sell the investment.

**Any investment advice provided by MBFHMII involves a high degree of risk, and is suitable only for those investors who have the financial sophistication and expertise to evaluate the merits and risk of an investment. There can be no assurance that MBFHMII will meet its investment objectives or otherwise be able to carry out its investment program successfully or that the Funds will receive a return of its capital. In addition, there can be no assurance MBFHMII will be able to generate returns for the Funds or that returns will be commensurate with the risks of the Funds' investments. Investment advice by MBFHMII should only be taken by persons that can afford a loss of their entire investment.**

**ITEM 8B.** MBFHMII is not restricted from recommending investments outside the healthcare industry. Investments can be made outside the healthcare industry despite the fact that the Principals have spent the great majority of their professional lives involved primarily dealing with businesses in the healthcare sector. The Principals may not have the same success in investing in industries outside of healthcare.

MBFHMII and the Principals are not prohibited from recommending investments in companies that may be directly or indirectly competitive with any of the Funds' investments. Moreover, MBFHMII and the Principals are not required to present any opportunities for investment to the Funds before making an investment in such entity, irrespective of the nature of the business of the acquired company and whether it is engaged in a business similar or complementary to, or competitive with, a Funds' investment. The Principals may at any time form, sponsor, invest in or otherwise participate in a private equity fund or other investment vehicle which might be deemed directly or indirectly competitive with the Funds. The investors will have no interest, economic or otherwise, in any such other, direct or indirect, investment made by the Principals outside of the Funds. Finally, there are no limitations on MBFHMII entering into transactions with affiliates of MBFHMII, which transactions may not be made on terms and conditions as favorable to MBFHMII as could have been made if the transactions were entered into on an arms-length basis between two independent parties.

The activity of identifying and implementing potential operating improvements at investment companies entails a high degree of uncertainty. There can be no assurance that MBFHMII will be able to successfully identify and implement such improvements.

While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. The Funds' investments may utilize a high degree of leverage, as a result of which recessions, operating problems and other general business and economic risks (as well as particular risks associated with investing in any particular industry sector) may have a more pronounced effect on the profitability or survival of such companies. Moreover, rising interest rates may significantly increase the company's interest expense, causing losses and/or the inability to service debt levels. If an investment company cannot generate adequate cash flow to meet debt obligations, the Funds may suffer a partial or total loss of capital invested in the investment.

MBFHMII may recommend investments in restructurings which involve companies that are experiencing or are expected to experience financial difficulties, which may never be overcome. Such investments could, in certain circumstances, subject the Funds to certain additional potential liabilities which may exceed the value of the Funds' original investment therein. For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions.

MBFHMII may participate in a limited number of investments and, as a consequence, the aggregate return of the Funds may be substantially adversely affected by the unfavorable performance of even a single investment. Most of the Funds' potential investments are currently associated with the healthcare industry. Concentration in a single sector may involve risks greater than those generally associated with diversified acquisition funds, including significant fluctuations in returns.

There will be a significant period of time before MBFHMII will have completed its Funds investments in companies. Such investments are currently expected to take several years from the date of initial investment to reach a state of maturity when realization of the investment can be achieved. Transaction

structures typically will not provide for liquidity of a Fund's investment prior to that time. It is unlikely that there will be a public market for the securities held by the Fund at the time of their acquisition. The Funds will generally not be able to sell its securities publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases the Funds may be prohibited by contract from selling certain securities for a period of time.

The performance of the Funds will be in large part dependent on the performance of the Principals. The loss of the services of any of the Principals could have a material adverse effect on the success of the Funds. It should further be noted that MBFHMII does not carry key person life insurance policies on the Principals for the Funds' benefit. Additionally, each investment's day-to-day operations will be the responsibility of such company's management team. Although MBFHMII will be responsible for monitoring the performance of each investment, there can be no assurance that the existing management team, or any successor, will be able to operate the investment in accordance with MBFHMII's plans, or that MBFHMII will be able to attract and retain a management team with sufficient ability to successfully operate a company.

While there is no limitation on the nature of the business of a Funds' investment, the current focus is primarily on investments in the healthcare industry. Many areas of the healthcare industry are subject to specific state and federal regulations and regulatory oversight. In addition, state and federal payments are increasing in importance as Medicare and Medicaid coverages continue to grow. While MBFHMII and its Principals have considerable experience with this industry and the state and federal requirements, the performance of the Funds may vary based upon state or federal decisions beyond MBFHMII's control. For example, Medicaid and Medicare reimbursement fluctuations may significantly affect the performance of the Funds. As the federal government and other states face the ever increasing costs of providing care to Medicare and Medicaid recipients, these governmental bodies also will look to changes to their programs. Such changes will present financial investment opportunities, but investors in the healthcare industry also will face increasing risks as it is impossible to predict with certainty what changes will occur.

**ITEM 8C.** MBFHMII does not recommend primarily a particular type of security.

#### **ITEM 9 – DISCIPLINARY INFORMATION**

MBFHMII and its affiliates have not been involved in any material legal or disciplinary events that are material to a client's or prospective client's evaluation of MBFHMII's advisory business or the integrity of its management.

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

**ITEM 10A.** MBFHMII and its affiliates are not registered or have an application pending to register as a broker-dealer or a registered representative of a broker dealer.

**ITEM 10B.** MBFHMII and its affiliates are not registered or have an application pending to register as a futures commissions merchant, commodity pool operator, a commodity trading advisor, or an associated person of the forgoing entities.

**ITEM 10C.** As noted above in Item 4, Mr. Fernandez and certain personnel devote time to a Family Office. MBFHMII and its affiliates have no material relationships or arrangements with other financial industry persons.

**ITEM 10D.** MBFHMII does not recommend or select other investment advisors for the Funds.

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

**ITEM 11A.** Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), MBFHMII has adopted a Code of Ethics (the “Code”) to:

- promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure;
- promote compliance with applicable laws and governmental and SEC rules and regulations;
- promote prompt internal reporting of violations of the Code to an appropriate person;
- ensure the protection of the Company's legitimate business interests, including opportunities, assets and confidential information;
- deter wrongdoing; and
- promote accountability for adherence to the Code.

Among other things, the Code places personal trading obligations and reporting requirements on all directors, officers and employees of the MBFHMII. All such persons are expected to be familiar with the Code and to certify to their understanding and adherence to those principles and procedures set forth in the Code that apply to them.

A copy of MBFHMII’s Code of Ethics will be provided to any client or prospective client upon request.

**ITEM 11B.** MBFHMII and its affiliates do not recommend, or buy or sell, securities in which MBFHMII and its affiliates have a material financial interest. However, the Code is designed to identify and manage conflicts of interest to the extent they arise in connection with personal interest transactions and other investment activities of MBFHMII related persons, and to ensure that MBFHMII fulfills its role as a fiduciary to its clients. In particular, as noted above, the Code requires that MBFHMII related persons abide by policies and procedures in connection with their personal investment activities, and such activities are monitored under the Code to ensure compliance with such policies and procedures.

**ITEM 11C.** As noted above in Item 11B, MBFHMII and its affiliates do not invest in the same securities in that MBFHMII and its affiliates recommend to clients.

**ITEM 11D.** As noted in Item 11B above, MBFHMII and its affiliates do not recommend securities to the Funds, or buy and sell securities for the Funds, at or about the same time that MBFHMII and its affiliates buy or sell securities for MBFHMII and its affiliates.

## **ITEM 12 – BROKERAGE PRACTICES**

**Item 12A.** MBFHMII has discretion to select brokers and dealers to execute securities transactions on behalf of the Funds. However, due to the nature of the Funds' investment strategies, MBFHMII generally does not make use of broker-dealers for purposes of purchasing or selling securities on behalf of the Funds because the securities that it typically purchases or sells on behalf of the Funds are acquired and disposed of in privately negotiated transactions. If MBFHMII ever were to engage a broker-dealer on behalf of the Funds to effect a transaction, it will seek best execution of such transaction. MBFHMII does not accept "soft dollars."

**Item 12B.** Due to the nature of the Funds' investment strategies, MBFHMII does not aggregate the purchase or sale of securities for client accounts.

### **ITEM 13 – REVIEW OF ACCOUNTS**

**ITEM 13A & 13B.** MBFHMII investment professionals generally monitor and review the Funds' portfolio investments on an ongoing basis, including, for example, by participating in board meetings and management calls, reviewing annual and interim financial statements, and making ad hoc on-site visits.

**ITEM 13C.** MBFHP's financials are not audited and are subject to surprise examination pursuant to Rule 206(4)-2 (the "Custody Rule") of the Advisers Act. MBFHP's financial statements will be audited on an annual basis by an independent third party accounting firm. The audited financial statements will be distributed annually to the investors of MBFHP along with each investor's capital account statement in accordance with generally accepted accounting principles. MBFHMII provides quarterly investment updates to the Funds and its investors. The updates include a brief narrative of each portfolio company and its performance for the year-to-date period and is prepared by MBFHMII's Chief Financial Officer and reviewed by the Principals.

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

**ITEM 14A.** No other parties provide investment advice to the Funds.

**ITEM 14B.** MBFHMII and its affiliates do not directly or indirectly compensate any person who is not a supervised person for client referrals.

## **ITEM 15 - CUSTODY**

As a registered investment adviser, MBFHMII is subject to Custody Rule, which governs the custody of client securities. The Custody Rule generally defines “custody” as holding client assets or having any authority to obtain possession of them. In accordance with the Custody Rule, MBFHMII will distribute to MBFHPII’s investors on an annual basis audited financial statements prepared in accordance with generally accepted accounting principles within 120 days of the Fund’s fiscal year end. The financial statements will be prepared by an independent public accountant that is registered with the Public Company Accounting Oversight Board (“PCAOB”). Investors should carefully review the annual financial statements and compare the statements with information about MBFHPII that has been provided by MBFHMII.

Also in accordance with the Custody Rule, for MBFHP, MBFHMII will obtain an annual surprise examination by an independent public accountant that is registered with the PCAOB. Additionally, MBFHP’s qualified custodian will send out an account statement, at least quarterly, to investors of MBFHP, which identifies the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during that period. Investors should carefully review account statements received from the qualified custodian and compare those account statements to information that has been provided by MBFHMII.

#### **ITEM 16 - INVESTMENT DISCRETION**

MBFHMII provides discretionary investment advisory services on behalf of the Funds. The Funds and their investors do not place any limitations on this authority. The discretion is granted and evidenced in the applicable limited partnership agreement signed by each Funds' investors.

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

Pursuant to Advisers Act Rule 206(4)-6, MBFHMII has adopted policies and procedures that govern the voting of the Funds' securities. The policies and procedures are designed to identify potential conflicts of interest and ensure that any proxies are voted in the best interest of the Funds and its investors. Because the Funds' investment program primarily involves investing in securities through privately negotiated transactions, it typically is not presented with traditional proxy votes. On the rare occasion that the Funds are asked to decide on matters involving voting the Funds' ownership interest in portfolio companies, MBFHMII will adhere to its proxy voting policies and procedures and seek to make decisions in the best interest of the Funds and its investors. In making such decisions, MBFHMII may take into account, among other factors, the potential impact on the value of the securities owned by the Funds. Clients may obtain a copy of MBFHMII's proxy voting policies and procedures and information about how the firm voted by contacting MBFHMII at [InvestorRelations@mbfhp.com](mailto:InvestorRelations@mbfhp.com).

## **ITEM 18 – FINANCIAL INFORMATION**

MBFHMII does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. MBFHMII is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. MBFHMII has not been subject to a bankruptcy petition at any time during the last ten years.

**ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.