

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

**Argonaut Private Capital, LP**

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*This brochure provides information about the qualifications and business practices of Argonaut Private Capital, LP (the "Company"). If you have any questions about the contents of this brochure, please contact us at (918) 491-4575 or contact our Chief Compliance Officer, Patrick Sullivan, at [patrick@kfoc.net](mailto:patrick@kfoc.net). The information in this brochure has not been approved or verified by the SEC or by any state securities authority.*

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

*The Company is an investment adviser that is registered with the United States Securities and Exchange Commission (the "SEC"). Registration with the SEC as an investment adviser does not imply a certain level of skill or training.*

## **Item 2:     Material Changes**

Not Applicable.

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## **Item 4:     Advisory Business**

Argonaut Private Capital, LP (“Argonaut” or the “Company”) is an investment advisory firm based in Tulsa, Oklahoma, that was founded in 2016 to manage private equity investments in the industrial and services sectors. Argonaut targets private equity investment opportunities in the historically underserved “Middle America” market region. The Company is wholly owned by Steven R. Mitchell.

Historically, the investment team that makes up Argonaut has operated as a business unit since 2002 and provided investment advisory services to various businesses, trusts, charitable foundations and similar vehicles on behalf of a single family (the “Family Entities”). In connection with a business initiative to begin offering investment advisory services to third party investors, Argonaut has been organized and is being registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). In addition to continuing to manage assets on behalf of the Family Entities, it is contemplated that Argonaut will sponsor a private equity fund (the “Fund”) that will focus on opportunistic investments primarily in the energy sector, alongside pursuing the Company’s traditional focus on regional private equity investment opportunities.

As the investment adviser to the Fund, Argonaut anticipates that it will invest the Fund’s assets pursuant to an investment advisory agreement that the Fund will enter into with the Company, and in accordance with the Fund’s limited partnership agreement and other governing documents (the “Fund Governing Documents”). Argonaut will tailor its investment advisory activities to comply with the investment objective, guidelines and restrictions set forth in the Fund’s Governing Documents, as the same may be amended from time to time.

As investment adviser to the Family Entities, Argonaut recommends investments in various private equity investment opportunities, and, once approved, executes and manages such investment opportunities on behalf of the Family Entities. Argonaut works closely with and tailors these investment advisory services to the individual circumstances of each of the Family Entities based on various factors, including, without limitation, investment objective, available capital, taxes and other considerations.

As of May 3, 2016, Argonaut did not have any assets under management.

## **Item 5:     Fees and Compensation**

### **The Fund**

Argonaut will receive an asset-based management fee from the Fund that is payable quarterly in advance, as further described in the Fund’s Governing Documents. To the extent Argonaut’s advisory agreement with the Fund is terminated, management fees will be charged on a pro rata basis through to the date of termination, and any fees paid in advance but not earned will be refunded. The general partner of the Fund will generally make capital calls on the Fund’s investors for the amount of Argonaut’s management fees and pay the amounts received to the Company. In addition to the management fees described above, Argonaut will also be entitled to receive a carried interest allocation from the Fund after certain performance hurdles have been met, as further described in the Fund’s Governing Documents. Such carried interest represents a portion of the Funds’ net investment profits. The management fees and carried interest are generally subject to waiver or reduction by the general partner with respect to some or all of the Fund’s limited

partners in the general partner's sole discretion, as further described in the Fund's Governing Documents.

The Fund will bear all costs and expenses incurred in connection with the organization of the Fund, including legal and accounting fees, printing costs, travel and other out-of-pocket expenses, and all costs and expenses incurred in connection with the offering of interests in the Fund (but excluding any placement fees). In addition, each Fund will be responsible for all expenses relating to its own operations, including fees, costs and expenses directly related to the purchase and sale of investments; principal, interest, fees, expenses and other amounts payable in respect of financings; custody fees and costs of other third-party services; legal, accounting and other professional costs; any insurance, indemnity or litigation expenses; all costs of the Fund's administration, including preparation of its financial statements and reports to Limited Partners, costs of meetings of Partners, expenses relating to the Limited Partner Advisory Committee (including the out-of-pocket expenses of its members), and any taxes, fees or other governmental charges levied against the Fund. In addition, the Fund will be responsible for its pro rata share of all unreimbursed out-of-pocket costs and expenses incurred in connection with prospective investments that are not consummated.

100% of each Fund's pro rata share of any transaction, directors', management, monitoring, consulting, break-up, and other similar fees received by Argonaut and its affiliates and employees in connection with the Fund and its investments, net of unreimbursed transaction expenses incurred by Argonaut or its affiliates, will be credited to the Fund and distributed to its investors in accordance with the Fund's Governing Documents.

Investors and prospective investors in the Fund should refer to the Fund's Governing Documents for more detailed information concerning the fees, carried interest and other expenses that the Fund will bear.

### **Family Entities**

With respect to the Family Entities, the Company will enter into two investment management agreements, under which the Company will receive a fixed fee to provide advisory services in respect of certain private equity investments held by the Family Entities. The management fee will be reset by the Company and the Family Entities on an annual basis. In addition to the management fee, the Family Entities will be responsible for all expenses relating to the investment managed by the Company on their behalf, including fees, costs and expenses directly related to the purchase and sale of investments; principal, interest, fees, expenses and other amounts payable in respect of financings; custody fees and costs of other third-party services; legal, accounting and other professional costs. In addition, the Family Entities will be responsible for their pro rata share of all unreimbursed out-of-pocket costs and expenses incurred in connection with prospective investments that are not consummated.

## **Item 6: Performance-Based Fees and Side-By-Side Management**

As noted in Item 5 above, Argonaut will be entitled to receive carried interest allocation from the Fund after certain performance hurdles have been met. These performance-based carried interest distributions may create conflicts of interest, including an incentive for Argonaut to engage in riskier or more speculative investments on behalf of the Fund than might otherwise be the case. In addition, Argonaut may have an incentive in allocating investment opportunities to favor clients with a potential for performance-based compensation over clients with no performance-based

compensation. Argonaut has adopted policies and procedures that are designed to ensure that all of its clients are treated in a fair and equitable manner with respect to the allocation of investment opportunities. In addition, Argonaut currently anticipates that it will not have more than one Fund actively investing at any given time, and that there will be very little, if any, overlap between the investment activities of the Fund and the future investment activities on behalf of the Family Entities.

## **Item 7: Types of Clients**

As of the date hereof, it is anticipated that Argonaut's only clients will be the Fund and the Family Entities. It is expected that the investors in the Fund will generally include endowments, foundations, public and private pension funds, funds-of-funds, U.S. and non-U.S. institutional investors, family offices, and high net worth individual investors.

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

### **Methods of Analysis; Investment Strategies**

Argonaut's investment strategy focuses on acquiring controlling or significant positions in middle-market buyout and growth private equity investment opportunities. The Company tends to concentrate on investments in businesses in the energy, manufacturing, aerospace, healthcare, technology, software, communications and infrastructure sectors located in the Central United States region and other underserved markets.

Argonaut leverages its existing network to source deals in a proprietary manner. Argonaut will have in depth conversations with the owners and operators of a business, and conduct significant due diligence prior to submitting a term sheet or letter of intent to a prospective investment opportunity. Following acceptance of general terms of a proposed investment, Argonaut will conduct additional due diligence with its outside counsel and accountants, and work to negotiate the terms of the definitive documentation in a timely and efficient manner.

Once an investment has been made in a portfolio company, Argonaut will take an active board position and work closely with management to achieve growth and create additional value. Argonaut typically partners with existing management or transitions new leadership into the business to develop a strategy for growing and enhancing operations (e.g., by pursuing accelerated growth through acquisitions or entry into additional markets). Argonaut fosters an ongoing network of global relationships to discover and partner with best-in-class management teams, applying its experience and strengths to deliver solutions, generate value and propel growth. Leveraging the collective strength of its historical investment experience and current portfolio companies and affiliates, Argonaut looks to share resources, executive ideas, best practices and key relationships to create synergistic opportunities.

Exit strategies will vary by investment, but will be constantly evaluated based on potential returns, market conditions and overall portfolio considerations.

### **Risk Factors**

The investment strategies pursued by Argonaut involve a number of significant risks. These investment strategies may be deemed to be speculative, and such investment strategies are not intended as complete investment programs. They are designed for sophisticated investors who

fully understand and are capable of bearing the risk of such investments. Investment risks include, but are not limited to, the following:

- The investment strategies pursued by Argonaut tend to involve making illiquid private investments in a relatively small number of portfolio companies. As a result, the portfolios managed by Argonaut tend to be highly concentrated, and the failure of even one of these investments could have a materially adverse impact on a portfolio's overall performance.
- The businesses of the portfolio companies in which Argonaut invests are subject to significant risks, including strategic, financial or other challenges. Some of these portfolio companies may be highly leveraged, and exit strategies may be uncertain at the time an investment in the portfolio company is made. The success of these investments is highly dependent on the ability of the managers of the portfolio companies to successfully navigate these and other challenges.
- As noted above, the Fund will invest in opportunistic investments primarily in the energy sector. As a result, it is anticipated that the Fund's portfolio will be disproportionately concentrated in this one industry. The Fund's performance will depend heavily on the economic prospects of the energy sector, which will be influenced by a number of market and other factors that are beyond Argonaut's ability to control.
- Argonaut generally reserves the right to invest overseas. Investing overseas entails additional investment risks, including currency risk, lack of transparency and the risk of operating in markets with less well-developed legal systems to protect the rights of investors and creditors.
- Investments in private funds are generally illiquid, and interests in such funds may not generally be transferred without the prior consent of the fund's general partner and the satisfaction of certain other conditions. Investors in the Fund must be able and prepared to maintain their investments in the Fund over the entire life of the Fund.
- Investments in private funds are generally passive investments. As limited partners, investors in private funds generally have no control over the day-to-day operations of the funds and limited rights to protect themselves if they are dissatisfied with the manner in which a fund is being operated. Limited partners in the Fund will be highly dependent on the investing skills and management abilities of Argonaut to achieve success.
- The valuation of the portfolio companies in which Argonaut invests is a difficult task that relies heavily on business judgment. There can be no assurance that clients will be able to realize their investments at a price that is commensurate with the value at which such investments have been carried.
- Private funds are managed in a manner that is consistent with the best interests of the fund, which is not necessarily consistent with the best interests of each individual investor in the fund. For example, Argonaut may structure investments so as to maximize tax efficiency for the Fund, but which may not be the most tax advantageous structuring possible for an individual investor, depending on that investor's own particular facts and circumstances.
- The competition for sourcing investments in private equity opportunities is becoming increasingly intense. There can be no assurance that Argonaut will be able to source a sufficient number of suitable investments at reasonable valuations to achieve its investment objective.

- Argonaut's business depends heavily on the continued involvement of Steven R. Mitchell, the Company's president, chief executive officer and sole owner. Should Mr. Mitchell leave Argonaut, this could have a material adverse effect on the Company's ability to successfully manage its investment program.

No guarantee or representation can be made that Argonaut will achieve its investment objective or that investors will receive a return of their capital. All investing involves a risk of loss and the investment strategies pursued by Argonaut could lose money over short or even long periods of time. Prospective investors in the Fund are advised to review the Fund Governing Documents for full details on the Fund's investment, operational and other actual and potential risks.

## **Item 9: Disciplinary Information**

Not applicable.

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

Neither Argonaut nor any of its directors, officers or principals is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. Neither Argonaut nor any of its directors, officers or principals is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or is an associated person of any of the above.

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

Argonaut has established a code of ethics (the "Code of Ethics") that sets forth standards of ethical conduct for its professionals. The Code of Ethics addresses standards for treating clients ethically, addressing potential conflicts of interest and monitoring and restricting personal trading by Argonaut and its affiliates and professionals. In addition, the Company has established policies and procedures that address, among other things, potential conflicts of interest that might arise in the management of client assets.

As a general rule, Argonaut does not buy or sell securities of public companies. Consequently, except in special circumstances, no conflict typically arises when an employee of Argonaut buys, holds or sells a publicly-traded security. However, from time to time, Argonaut personnel may come into possession of material, non-public information related to public companies. In such circumstances, employees must comply with all applicable securities laws on so-called insider trading. Argonaut will at all times maintain a list of securities of companies that the Company is actively evaluating for purchase in a client's account, in which a client account holds an interest, or about which Argonaut might have received material non-public information (the "Restricted List"). The Chief Compliance Officer will update the Restricted List as appropriate. Securities will be removed from the Restricted List when information is no longer material and an appropriate "cooling off period" has lapsed. In addition, Argonaut personnel are required to pre-clear all personal trades with the Chief Compliance Officer involving securities that are offered pursuant to a private placement or initial public offering, or securities that are issued by a company on the Restricted List or any publicly-traded company that is engaged in the oil and gas industry.

Argonaut's employees may not take for their own advantage an opportunity that rightfully belongs to Argonaut or its clients, may not use Company or client property, information or position for personal gain, and may not compete directly or indirectly with Argonaut or its clients.

Argonaut's employees and controlled persons must certify annually that they have read and agree to comply in all respects with the Code of Ethics and that they have disclosed or reported all personal securities transactions, holdings and accounts required to be disclosed or reported by the Code of Ethics.

Additionally, the Code of Ethics provides for a range of sanctions should anyone violate the Code of Ethics. These sanctions include, but are not limited to, a warning, fines, disgorgement, and suspension or termination of employment.

The paragraphs above only represent a summary of key provisions in the Code of Ethics. Argonaut will provide a copy of the entire Code of Ethics to any client or prospective client (including any investor therein) upon request.

Because the general partner of the Fund will be an affiliate of Argonaut, the Company has a material interest that could create conflicts that must be managed. It is anticipated that the Fund will have a Limited Partner Advisory Committee (the seats of which are filled by limited partners that represent a significant percentage of the Fund's committed capital and that are not affiliates of Argonaut or the General Partner) that reviews transactions where a potential conflict of interest exists, pursuant to the applicable provisions of the Fund's limited partnership agreement.

## **Item 12: Brokerage Practices**

Argonaut's advisory business generally involves privately negotiated transactions in which best execution obligations do not arise in the same context as transactions in publicly traded securities. With respect to such private transactions, Argonaut believes it fulfills its best execution responsibilities through careful evaluation and negotiation of the terms of each such transaction.

However, Argonaut may from time to time purchase or sell publicly-traded securities. In such circumstances, Argonaut considers various factors in determining which broker is most likely to deliver best execution including, but are not limited to, the Company's knowledge of negotiated commission rates and spreads currently available; the nature of the security or instrument being traded; the size and type of the transaction; the nature and character of the markets for the security or instrument to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security or instrument; confidentiality; the execution, clearance, and settlement capabilities as well as the reputation and perceived financial soundness of the broker selected and other brokers considered; Argonaut's knowledge of actual or apparent operational problems of any broker; the broker or dealer's execution services rendered on a continuing basis and in other transactions; and the reasonableness of spreads or commissions.

Argonaut does not maintain relationships with broker-dealers that feature soft-dollar benefits or referral arrangements.

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

Argonaut monitors each of the investments it makes in portfolio companies on an ongoing and continuous basis.

On a quarterly basis, investors in the Fund will receive written financial reports, including an unaudited balance sheet, a statement of net income or net loss, a statement of changes in financial position or a cash flow statement, and a supplemental statement of such investor's capital account. On an annual basis, investors in the Fund also will receive audited financial statements of the Fund, valuations of all of the Fund's investments, and tax information necessary for the completion of U.S. tax returns.

Argonaut produces monthly and annual reports on the status of investments on behalf of the Family Entities.

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

Argonaut may, from time to time, determine to engage a third party placement agent to introduce potential investors to the Funds. Depending on the specific arrangement, Argonaut may pay a placement fee, which may be calculated as a percentage of the commitment amount of the investor. If Argonaut Company compensates a placement agent for referring an investor, such arrangements will be disclosed in writing to the investor. In all cases, placement fees will be borne entirely by the Company.

As noted in Item 5 above, 100% of each Fund's pro rata share of any transaction, directors', management, monitoring, consulting, break-up, and other similar fees received by Argonaut and its affiliates and employees in connection with the Fund and its investments, net of unreimbursed transaction expenses incurred by Argonaut or its affiliates, will be credited to the Fund and distributed to its investors in accordance with that Fund's Governing Documents.

#### **Item 15: Custody**

Argonaut will conduct all business operations in such a way that all client cash and securities over which the Company is deemed to have custody under applicable law (other than certain privately offered securities) will be preserved in the safekeeping of independent qualified custodians.

With respect to the Fund, an independent public accountant will audit the Fund's financial statements annually, and the audited financial statements are distributed to the investors of the Fund.

#### **Item 16: Investment Discretion**

In general, advice to the Family Entities is provided on a discretionary and non-discretionary basis, depending on the particular investment in question. Advice to the Fund will be provided on a discretionary basis. The terms and conditions governing Argonaut's discretion over the investments made on behalf of its clients is set forth in writing in the applicable investment management agreement or Fund Governing Documents.

#### **Item 17: Voting Client Securities**

In accordance with Rule 206(4)-6 of the Advisers Act, Argonaut has adopted and implemented written policies and procedures governing the voting of client securities. The Family Entities and the Fund are primarily invested in privately-held portfolio companies that do not typically issue proxies. However, in the event proxies have to be voted, Argonaut will generally be responsible for

voting proxies on behalf of its clients. Argonaut will vote client proxies in a way that it believes will maximize value for its clients. In exercising its voting discretion, Argonaut and its employees will seek to avoid any direct or indirect conflict of interest raised by such voting decision. All conflicts of interest will be resolved in the interests of Argonaut's clients.

A copy of Argonaut's written proxy voting policies and procedures, as well as a record of how the Company has voted in the past, will be maintained and available for client review upon written request.

## **Item 18: Financial Information**

Argonaut is not aware of any financial conditions that are reasonably likely to impair its ability to meet its contractual obligations to its clients. Argonaut has never been the subject of a bankruptcy petition.