



EDUCATION GROWTH PARTNERS, LLC

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FORM ADV PART 2A

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This brochure provides information about the qualifications and business practices of Education Growth Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (203) 658-8100 or info@edgrowth.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.

Additional information about Education Growth Partners, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

None.

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Item 4. Advisory Business

Structure; History and Ownership

Education Growth Partners, LLC is an investment advisory firm with its principal place of business in Stamford, Connecticut. Education Growth Partners, LLC will be referred to in this brochure as “the firm.”

The firm is organized as a Delaware limited liability company and commenced business in October 2009. We registered as an investment adviser with the Securities and Exchange Commission (“SEC”) in June 2019.

The firm has 4 employees of whom Andrew Kaplan and Peter Campbell (the “Principals”) own the firm and are managing partners and Brian Nairn and Jose Wehnes source and evaluate investments, and are on the boards of certain of the portfolio companies.

The firm and its affiliates have formed Education Growth Partners, L.P.; EdGrowth EScholar Investment LLC; EGP – AL Digital, LLC; EGP Capp Investment LLC; EGP HCI LLC; EGP HCI II LLC; EGP Modo Investment LLC; Special Target Fund, LLC (together with any additional pooled investment vehicles sponsored by the firm or its affiliates, the “Funds”) which primarily make minority and control equity and equity-related investments in small and mid-sized private companies.

In addition, the firm created the following special purpose entities with respect to certain of the Funds: EGP Modo Carry LLC; EGP HCI Management, LLC; EGP STF GP, LLC; EGP- AL Digital Carry, LLC; and EGP Capp Carry LLC. Collectively, the firm and the entities listed in this paragraph are referred to in this Brochure as “we” or “us”.

Types of Advisory Services

We act as an advisor in connection with one private equity fund, a number of “fundless sponsor” investments and to various acquisition vehicles through which the Funds and co-investors pool their capital to invest in portfolio companies (“co-investment vehicles” and collectively with the Funds, our “clients”). We generally provide investment advice with respect to equity and equity-related investments in private companies, although we may advise our clients regarding investments in debt if appropriate under the circumstances.

Our clients do not offer their interests to the public. Such interests are only offered in private placements. The terms of such offerings and the investments themselves are described in each client’s offering documents.

Impersonalized Investment Advice

We do not tailor our investment strategy to the needs of individual investors. Our clients’ investors may include taxable and tax-exempt entities and persons or entities organized in various jurisdictions. Conflicts of interest may therefore arise in connection with decisions that may be more beneficial for one type of investor than another. In selecting investments appropriate for our clients, we consider the investment objectives of the applicable client as a whole, not the investment objectives of such client’s individual investors.

Assets Under Management

As of March 2020 we managed \$330,900,000 of client assets on a discretionary basis. We do not manage any client assets on a non-discretionary basis.

Item 5. Fees and Compensation

Fees

We are generally entitled to two types of fees from each of our clients: (i) an asset-based management fee; and (ii) an incentive allocation based upon the performance of the client.

The management fee is typically 2% per year of the client's net assets, and is typically determined and payable quarterly in advance. The management fees we receive from the clients are subject to reduction in proportion to certain fees we receive from the portfolio companies in which the clients are invested. Please review the applicable fund's offering documents for the fee terms for the relevant fund, which may differ from the above.

We are also generally entitled to receive performance-based compensation from clients in the form of a carried interest equal to 20% of distributions. The preceding sentence is a simplified explanation. Please review the applicable fund's offering documents for full details, which may differ from the above.

The details of how the fees are calculated for the Funds can be found in the organizational and offering documents of the Funds, which are provided to potential investors.

The fees described above are our typical fee rates. However, each investment vehicle has the right to enter into agreements with one or more of its investors providing for the waiver or modification of certain terms of the offering of investment vehicle interests, or certain rights and obligations of investment vehicle investors, including fees, otherwise applicable to such interest(s), in each case without notice to the other investment vehicle investors. Under certain circumstances we may agree to different fee terms from those described above.

In addition to fees and compensation received from our clients, we may also receive fees from the companies in which our clients invest in exchange for the management, financial and industry expertise we provide. A portion of any fee is generally used to partially or wholly offset the management fees payable by the clients. Please review the applicable offering documents for full details.

As noted above, management fees payable by clients are typically payable quarterly in advance. Investors will be subject to a *pro rated* management fee with respect to any subscription made other than at the beginning of a month or withdrawal/redemption made other than at the end of a month based upon the portion of the month for which the assets were invested.

Expenses

Clients bear the organizational and offering expenses incurred in their formation. We bear the cost of any placement fees payable to agents in connection with clients. We are responsible for all customary overhead expenses of managing the applicable client, including compensation for its employees, if any, rent, utilities and other overhead expenses. Clients pay or reimburse us for all of their expenses for which we are not reimbursed by portfolio companies, including expenses associated with financial statements, tax returns and K-1's; fees and expenses of accountants, valuation consultants and counsel; expenses for transactions not consummated; other expenses associated with the acquisition, holding and disposition of

investments, including extraordinary expenses (such as litigation costs); costs and expenses associated with the clients' advisory boards (each, an "Advisory Board") and the annual meeting; the cost of insurance, if any, including errors and omissions insurance; and any taxes, fees or other governmental charges.

Neither Education Growth Partners, LLC nor any of its *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.

Item 6. Performance-Based Fees and Side-by-Side Management

We receive performance-based compensation which is tied to the client's performance. Simultaneously, we manage co-investment vehicles, whereby certain investors of such vehicles may not be subject to performance-based compensation or may be subject to individualized performance-compensation rates. Although we may theoretically have an incentive to allocate more profitable investment opportunities to clients who pay the highest performance-based compensation rates, as a practical matter such conflicts of interest rarely arise. Generally, once we identify an investment opportunity that fits our investment strategy, we determine how much is appropriate for our clients to invest in such opportunity. Because we occasionally seek investments that are too large for our clients to invest in alone, we invite individuals and entities with which we have relationships (including members of our investment team, investors in our clients and investors in prior investment vehicles managed by us) to co-invest with us through the co-investment vehicles to make up the difference between the size of the opportunity and the clients' investment. When prospective co-investors' interest in the opportunity exceeds the portion not preliminarily allocated to the clients, we may reduce the allocation to the clients in favor of the prospective co-investors if we determine that it is in the best interest of the clients to do so. Where such conflicts of interest do arise, we allocate investment opportunities among our clients based on the appropriateness of the investment for each of our clients and the best interests of our clients as a whole, without regard to our own interests.

Item 7. Types of Clients

We generally provide investment advice to private investment funds and independently sponsored co-investment vehicles. The types of investors in our clients include the following: pension and profit sharing plans; trusts, estates and charitable organizations; funds of funds (whether organized as partnerships, corporations or other entity types), high net worth individuals and family offices.

There is no set minimum investment size for funds or co-investment vehicles that we advise. Please consult the applicable entity's documents for the terms applicable to a particular investment vehicle.

These minimums may be reduced or waived by the general partners of the funds that are partnerships or the board of directors of the funds that are companies, subject in certain cases to applicable statutory minimums.

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

Methods of Analysis and Investment Strategies

Investment Strategy

We focus on small to mid-sized buyout and growth equity investments in the learning, workplace, and data and knowledge sectors (the “Focus Sectors”). We believe that this area has been underserved by capital markets. EGP invests primarily in segments and niches that are demonstrating solid growth and are frequently less fully developed than mature, middle market businesses.

The flexibility of small to mid-sized buyout or growth equity deal structures allows us to invest both in businesses that have reached an ownership transition stage as well as some of the most exciting, higher growth businesses that aren’t yet ready for ownership change – but can benefit from our expertise and capital.

We believe the Focus Sectors have a number of characteristics that reward specialization: the sectors are complex with many subsectors, some of which are regulated; management talent tends to be limited (and ripe for upgrading) and operations inefficient; the markets are very large and particularly target rich in the small and lower middle market areas; the businesses employ a wide variety of business models; it can be challenging to accurately measure and assess the quality of the outcomes that businesses generate; and there may be an elaborate web of partnerships, purchasers, customers and users, and other stakeholders. In addition, our investment team has deep and significant operating experience that helps businesses to avoid risk and accelerate growth.

We may, from time to time, cause an account to hold all or a portion of its assets in cash or cash equivalents when opportunities are limited or in other circumstances we deem appropriate.

Our investment strategy inherently involves certain significant risks. There can be no assurance that our investment objective will be realized or that any account will be profitable in the future. See the section titled “Risks Associated with Our Investment Strategy” below.

Risks Associated with our Investment Strategy

As with other private equity investments, an investment with us involves a high degree of risk. Prospective investors should carefully consider, among other factors, the risks described below, each of which could have an adverse effect on the value of their investment. There can be no assurance, based on these risks, as well as other risks inherent in any investment, that we will meet our investment objectives or otherwise be able to successfully carry out our investment program. There is no assurance that any account’s investment objective will be realized or that any account will be profitable.

Dependence on Key Personnel. Our success depends in substantial part on the skill and expertise of the Principals and other key employees. There can be no assurance that the Principals or other key employees will continue to be employed by us. To the extent that we are unable to retain our key employees, we may be unable to identify and/or invest in suitable investments.

Carried Interest. The existence of a carried interest or other performance based compensation may create an incentive for the firm to make more speculative investments than it would otherwise make in the absence of performance-based compensation.

Risk of Reliance on Management by Third Parties. While it is our intent to invest in companies with operating management in place, there can be no assurance that such management will continue to operate

successfully. Although we monitor the performance of each investment, we rely upon management to operate the portfolio companies on a day-to-day basis.

Lack of Liquidity of Investments. The investments we make on our clients' behalves are illiquid. This illiquidity may result from the absence of an established market for the investments, market disruptions, cash flow disruptions, lack of available capital for potential purchasers or legal, contractual or other restrictions on their resale. 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 that could be obtained upon any disposition thereof.

Item 9. Disciplinary Information

Neither the Firm nor any of its Principals has ever been sanctioned or reprimanded by any regulator or self-regulatory organization, nor has any such person been successfully sued by any client or by any local state or federal authority on behalf of a client.

Item 10. Other Financial Industry Activities and Affiliations

Material Financial Industry Affiliations of the Firm

None

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

Code of Ethics

We have established a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended, as part of our overall compliance program. The Code of Ethics includes policies and procedures relating to personal securities trading by firm personnel and protection against the misuse of material nonpublic information. The Code of Ethics is designed to prevent, among other things, any improper conduct whenever any potential conflict of interest may exist with respect to any fund or investment portfolio. In addition, the Code of Ethics requires the firm and/or all supervised persons of the firm to safeguard and prevent dissemination of non-public information, to refrain from engaging in self-interested transactions without prior approval, to develop adequate internal accounting controls and maintain proper books and records, and to refrain from insider trading. The Code of Ethics also outlines the duties of care and loyalty that the firm and its supervised persons are required to follow with respect to clients, to act in the best interests of clients and to render impartial advice to clients. A copy of the Code of Ethics is available upon written request to Andrew Kaplan, Chief Compliance Officer, c/o Education Growth Partners, 201 Broad Street, Suite 1003, Greenwich, Connecticut 06831.

Standard of Business Conduct. As a fiduciary, we owe our clients the highest duty of loyalty and we rely on each of our personnel to avoid conduct that is or may be inconsistent with that duty.

Basic Principles. The Code of Ethics is based on a few basic principles: (i) the interests of our clients come before our interests and those of our personnel; (ii) the professional activities and personal investment activities of our personnel must be consistent with the Code of Ethics and avoid any actual or

potential conflict between the interests of clients and those of our firm or our personnel; (iii) the activities of our personnel must be conducted in a way that avoids any abuse of any such person's position of trust with and responsibility to our firm and its clients; and (iv) our personnel may not engage in any act, practice or course of conduct that would violate the provisions of Rule 204A-1.

Conflicts of Interest. As a fiduciary, we have an affirmative duty of care, loyalty, honesty and good faith to act in the best interests of our clients. We make every effort to avoid conflicts of interest and fully disclose all material facts concerning any conflict of interest that may arise with respect to any client. We take a conservative approach and impose a high standard on our personnel by stressing that individuals subject to this Code of Ethics must try to avoid situations that have even the appearance of conflict or impropriety.

Insider Trading. Our personnel may not trade, either personally or on behalf of another, on material non-public information or communicate material non-public information to another person in violation of the law. This policy applies to all of our personnel and extends to their activities both within and outside their duties at the firm. We have also implemented policies and procedures designed to detect and prevent insider trading.

Personal Securities Transactions. All personnel must comply with our Personal Account Trading Policy. Except with respect to certain securities (including, indices, mutual funds, exchange-traded funds and certain government securities) and with respect to certain accounts for which a person does not exercise investment discretion, personal securities transactions by our personnel must be pre-approved by our Chief Compliance Officer ("CCO").

Reporting of Violations. Our personnel are required to report any violation, apparent violation or potential violation of the Code of Ethics to the CCO.

Review and Enforcement. The CCO is responsible for ensuring adequate supervision over the activities of all persons who act on our behalf in order to prevent and detect violations of the Code of Ethics by such persons.

Item 12. Brokerage Practices

This item is not applicable.

Item 13. Review of Accounts

Our clients primarily make control equity and equity-related investments in small and mid-sized private companies, for which we then take an active role in managing the board and setting strategic direction. In this regard, our investment personnel are constantly reviewing our clients' investments. However, because of the private equity and opportunistic nature of these investments, we do not review our clients' accounts for purposes of rebalancing. Investors in our clients receive periodic reports on their investments.

Item 14. Client Referrals and Other Compensation

We may pay placement agents a portion of our management fees with respect to those investors introduced to our clients by such agents. We do not receive any economic benefit from any person that is

not a client for providing investment advice or other services to our clients. We may also receive fees from the companies in which our clients invest. See Item 5 “Fees and Compensation – Fees” above.

Item 15. Custody

We have custody of client funds and securities, but we do not utilize a custodian to send quarterly account statements to our clients.

Item 16. Investment Discretion

We maintain discretionary authority over all of our clients’ accounts. Any applicable investment limitations are set forth in our clients’ offering documents.

Item 17. Voting Client Securities

We have adopted a proxy voting policy designed to ensure that we comply with the requirements of Rule 206(4)-6 and Rule 204-2 promulgated pursuant to the Investment Advisers Act of 1940, as amended, and fulfill our obligation thereunder with respect to proxy voting, disclosure and recordkeeping. Because of the nature of our investment advisory activities, it is unlikely that we will be in a position to vote proxies on behalf of any of our clients. In the event that we are in a position to do so, our objective is to ensure that our proxy voting activities on behalf of our clients are conducted in a manner consistent, under all circumstances, with the best interest of our clients. If we determine that we have, or may be perceived to have, a conflict of interest when voting a proxy, we will address matters involving such conflicts of interest on a case-by-case basis, and may consult with the Advisory Board to ensure proper handling of conflicts.

Investors may obtain a copy of our proxy voting policies and procedures, and information regarding how we voted particular proxies on behalf of the accounts, on request.

Item 18. Financial Information

This item is not applicable.