

**Item 1 – Cover Page**

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

**Trive Capital Management, LLC**

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**This brochure provides information about the qualifications and business practices of Trive Capital Management, LLC (“Trive”). If you have any questions about the contents of this brochure, please contact us at (214) 499-9715. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**This brochure does not constitute an offer, solicitation or recommendation to sell or an offer to buy any securities, investment products or investment advisory services. Such an offer may only be made to eligible investors by means of delivery of a confidential private placement memorandum and other similar materials that contain a description of the material terms relating to such investment.**

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

**Registration as an investment adviser with the SEC does not imply a certain level of skill or training.**

## **Item 2 – Material Changes**

This is an annual amendment for the year ended December 31, 2019. Since the last annual amendment filed on February 7, 2019, there have been no material changes to this brochure. In the future, a summary of any material changes will be listed here, as applicable.

Nevertheless, investors are encouraged to review this brochure in its entirety. The information set forth in this brochure is qualified in its entirety by the applicable offering and governing documents. In the event of a conflict between the information set forth herein and the applicable offering and governing documents, the information set forth in the applicable offering and governing documents shall control.

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#### Item 4 – Advisory Business

- A. Trive Capital Management, LLC, a Delaware limited liability company (“**Trive**”), was formed on April 9, 2012, with its office headquarters in Dallas, Texas. Trive’s principal owner is Trive Management Holdings, LLC, and its managing member is Trive Capital Holdings, LLC, each of which is ultimately owned and controlled by Conner M. Searcy and Christopher Zugaro. For more information regarding the principal owners of Trive, please review Schedule A and Schedule B of Part 1A of Form ADV.
- B. Trive provides investment management and other services with respect to affiliated private equity funds and co-investment vehicles (each a “**Fund**” and, collectively the “**Funds**”) with respect to investments in portfolio companies and other investments. In providing investment advice, Trive follows the investment objectives, guidelines and restrictions set forth in the applicable governing and/or offering documents of each Fund.

Trive and its affiliates have established one or more affiliated co-investment vehicles, comprised of principals and employees of Trive, affiliates of Trive, officers, directors and/or other persons associated with portfolio companies, service providers and/or other third parties deemed strategically important to Trive or a Fund, to invest “side-by-side” with a Fund in investments.

Trive does not act as general or limited partner of any Fund. Instead, certain of Trive’s affiliates serve as general partners or managing members of the Funds and rely on Trive to perform investment advisory services to the Funds.

- C. Trive provides discretionary investment advisory and other services to the Funds. Trive seeks to invest in deep value, lower middle-market private equity opportunities in North America. Trive’s services consist of managing each of the Fund’s portfolios, including sourcing, selecting, determining investments in, and monitoring investments of the Funds and the execution of transactions on behalf of the Funds. Trive is responsible for investing the assets of each Fund in accordance with the investment objectives, policies, and guidelines set forth in its offering and governing documents. Investors generally are not permitted to impose restrictions or limitations on the management of the Funds. Notwithstanding the foregoing, the general partner of each Fund has entered into side letter agreements or arrangements with investors that alter, modify or change the terms of the interests held by such investors. **See Item 8.**
- D. Trive does not participate in or sponsor any wrap fee programs.
- E. As of December 31, 2019, Trive had regulatory assets under management of \$1,847,957,118. All of these assets were managed on a discretionary basis. Assets and commitments of certain Funds that are managed through another Fund have been excluded from the calculation of regulatory assets under management in order to avoid double counting.

## Item 5 – Fees and Compensation

- A. In consideration of Trive’s investment advisory and other services, it generally receives a management fee (“**Management Fee**”) from and with respect to each Fund (other than co-investment vehicles) in accordance with the terms and conditions set forth in the applicable governing documents. From the commencement date until the earlier of (i) the expiration or termination of the investment period of the applicable Fund and (ii) the date on which a management fee begins to accrue or becomes payable to Trive by non-affiliated investors in a successor fund (the “**Step Down Date**”), the Management Fee generally accrues at an annual rate equal to two percent (2.0%) of the aggregate capital commitment of each non-affiliated investor. After the Step Down Date, the Management Fee generally accrues at an annual rate equal to two percent (2%) of each non-affiliated investor’s pro rata share of the acquisition cost of all investments held by the Fund as of the applicable calculation date (which may include the amount of any outstanding indebtedness incurred by the Fund under a credit facility used to acquire investments) (subject to reduction for fully or substantially realized investments or investments that have been written-off or written down). The Management Fee is payable in advance, quarterly, at the rate of 1/4 of the annual Management Fee, on each January 1, April 1, July 1 and October 1. The Management Fee generally is prorated with respect to any partial periods.

Subject to the terms and limitations set forth in the applicable governing documents of each Fund (including periodic clawback obligations), one of our affiliates generally is entitled to receive carried interest distributions equal to 20% of net profits derived from the disposition of investments (following a return of capital contributions attributable to disposed assets and a preferred rate of return of 8% per annum to investors).

Management Fees and carried interest distributions generally are not negotiable. However, Trive (or an affiliate) has discretion to reduce or waive Management Fees and/or carried interest distributions with respect to certain investors (including affiliates). Neither Trive nor any of its affiliates generally are entitled to receive any Management Fees or carried interest distributions with respect to affiliated co-investment vehicles.

- B. Management Fees are typically funded with capital contributions drawn for such purpose, but may also be funded with or withheld from proceeds from investments. Carried interest distributions generally will be distributed to Trive’s applicable affiliate from time to time upon the disposition of investments by a Fund and are distributed to such affiliate in accordance with the terms of the applicable partnership agreement.
- C. Trive and its affiliates may from time to time receive or collect monitoring or consulting fees, directors’ fees, and portfolio company management fees relating to a portfolio company or any potential portfolio company. Subject to the terms and conditions set forth in the applicable governing documents of a Fund, the Management Fees payable by such Fund generally will be reduced by at least eighty percent (80%) of such fees (net of unreimbursed expenses or costs incurred in connection with the transactions out of which such fees arose) received by Trive and/or its affiliates. Offset fees generally will be allocated among the applicable Funds pro rata in proportion to the Management Fees that would otherwise be payable to Trive by the relevant entity.

Trive and its affiliates generally pay all of their own operating and overhead costs and expenses, including salaries, benefits and rent. In addition to Management Fees and carried interest distributions, each Fund generally pays (or reimburses Trive and its affiliates for) all costs and expenses related to its operations, including, without limitation: (i) legal (including legal fees and expenses billable and allocable to the Funds or their business by a general counsel engaged or retained by the manager), auditing, consulting, bookkeeping, and accounting fees and expenses (including, without limitation, tax advisory, tax compliance and costs for preparation of reports to investors and financial statements); (ii) expenses of meetings of the advisory board and Fund investors; (iii) all insurance and indemnification expenses and premiums, including professional liability insurance (i.e., D&O and E&O policies), finance charges, any expenses or costs associated with or of brokers, agents, and third-party charges for risk management services or similar expenses incurred by the Fund or the general partner or the manager in connection with the activities and management of the Fund; (iv) all out-of-pocket fees, costs and expenses, if any, incurred in connection with or relating to developing, investigating, evaluating, negotiating, structuring, trading, purchasing, settling, monitoring, managing, custody, holding and disposing or selling of investments and potential or contemplated investments, including, without limitation, any and all expenses and costs incurred in connection with or relating to unconsummated transactions or investments, expenses and costs for or relating to travel (which may include, among other things, first, business or coach class commercial travel or private charter or airplane travel, lodging and meals), fees and expenses paid to or associated with persons or entities that find or source deals or transactions, entertainment and accommodation expenses, financing, legal, accounting, advisory and consulting expenses in connection therewith and any insurance, indemnity or litigation expenses; (v) interest expense on and all fees and expenses arising out of borrowing and indebtedness incurred by or with respect to the Fund and all out-of-pocket expenses and costs incurred in negotiating, entering into, effecting, maintaining, varying and terminating any borrowing or guarantee permitted to be incurred or entered into by the Fund; (vi) fees, costs and expenses of attorneys, consultants (including independent contractors engaged or retained to provide services with respect to a portfolio company), accountants, tax advisors, bookkeepers, administrators, registered office providers, third-party appraisers, third-party due diligence, third-party research services, and other professionals (including legal fees in connection with any legal opinions required to be delivered by or on behalf of the Fund); (vii) extraordinary expenses such as litigation expenses; (viii) all expenses of liquidating the Fund; (ix) any taxes, fees or other governmental charges levied against the Fund and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Fund; (x) subject to any expense caps set forth in the governing document of the Fund, all expenses incurred in connection with the organization of the Fund, the general partner, the carry partner, the manager and any alternative investment vehicles or parallel investment vehicles (but excluding placement fees); (xi) any out-of-pocket expenses incurred in connection with the Fund's regulatory and legal compliance with U.S. federal, state, local, non-U.S. or other laws or regulations, including, without limitation, fees for legal or regulatory advice or submission costs, relating to filings with the SEC, such as Forms PF, 13F, 13H, 13G/D, 3, 4 or 5 or other regulatory bodies, including foreign or local jurisdictions; (xii) management fees (solely with respect to the non-affiliated investors); and (xiii) expenses, fees and costs

relating to the organization or maintenance of any alternative investment vehicle or intermediate entity utilized by the Fund to acquire, hold or dispose of any investment or to facilitate the Fund's investment activities.

Portfolio companies may from time to time pay or reimburse Trive, its affiliates and/or their related persons for various expenses and costs incurred in connection with providing services to such portfolio companies. Such expenses may include, among other things, consulting fees or other compensation paid to Trive or its affiliates, travel costs and expenses, (which may include first or business class commercial travel or private charter or airplane travel, lodging, and meals), entertainment expenses and other expenses associated with management and other services provided to such portfolio companies. Portfolio company expenses generally are indirectly borne by the applicable Funds and their investors. Co-investment vehicles formed with respect to a co-investment opportunity generally will not bear or otherwise be allocated any fund expenses other than its *pro rata* share, based on amounts invested in such investment, of all costs and expenses attributable to such investment, but the affiliated co-investors generally will not otherwise share in any other fund expenses (other than its *pro rata* share of expenses and costs with respect to any unconsummated investment).

The foregoing list of expenses is not intended to be exhaustive and is qualified in its entirety by the applicable governing documents of each Fund. Investors generally do not receive detailed information regarding specific expenses paid by the Funds. In addition, investors generally receive limited or no information about the expenses paid or reimbursed by portfolio companies.

The investment strategies employed with respect to the Funds generally do not involve the purchase or sale of publicly offered securities, and as such, do not typically entail expenses related to brokerage commissions other than commissions that may be paid in connection with the acquisition of portfolio companies. To the extent applicable, each Fund generally is responsible for and pays any of its custodial fees and expenses. **See Item 12 below.**

- D.** The Management Fee is payable in advance, quarterly, at the rate of 1/4 of the annual Management Fee, on each January 1, April 1, July 1 and October 1. When the circumstance arises, the Management Fee is prorated with respect to any partial periods. If necessary, Trive will rebate any fees directly to its Fund clients as and when appropriate.
- E.** Neither Trive nor any of its supervised persons accept compensation for the sale of securities or other investment products.

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

As noted under Item 5 above, certain of Trive's affiliates generally are entitled to receive carried interest distributions with respect to the Funds. The carried interest or incentive distribution is effectively equivalent to a percentage of a Fund's net profits, subject to certain terms and conditions set forth in the governing documents of the Fund. Any share of Fund net profits paid to Trive's affiliate is separate and distinct from any annual Management Fees and other fees paid or borne by the Funds. As a fiduciary, Trive recognizes that it must treat all its clients fairly and must refrain from favoring one client's interests (or Trive's own interests) ahead of another client(s).

Carried interest distributions could motivate Trive to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. For example, a carried interest distribution generally entitles Trive's affiliate to a percentage of the net profits of a Fund; however, such affiliate is not required to bear the same proportion of the net losses, if any, suffered by the Fund as a whole. Trive generally attempts to mitigate conflicts of interest associated with carried interest distributions through: (i) the requirement that invested capital, a preferred return and expenses be returned to investors before Trive's affiliate is entitled to receive any carried interest distributions; (ii) the requirement that Trive and/or its affiliates have a capital commitment to the applicable Fund; and (iii) the periodic clawback obligations of Trive's affiliate.

The method of calculating the carried interest may result in conflicts of interest with respect to the management and disposition of investments, including the sequence of dispositions.

Certain of Trive's individual employees, agents and affiliates may be compensated to some extent based upon investment profits for which they are responsible and, accordingly, may face the same potential conflict.

In general, Trive attempts to address any material conflicts through full and fair disclosure in the applicable offering documents and this brochure, together with disclosures to the applicable advisory boards, as applicable.



## **Item 7 – Types of Clients**

Currently, Trive provides investment advisory services solely with respect to affiliated private pooled investment vehicles and co-investment vehicles, its sole advisory clients.

The minimum initial capital commitment generally required for an investor in a Fund is set forth in each Fund's offering documents (subject to Trive's discretion to accept a lesser amount).

Each investor in a Fund generally is required to certify that it is, among other things, an "accredited investor," as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended, and a "qualified purchaser," as such term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended.

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

- A. Investment Strategy and Process.** Trive's general investment approach is highly selective, focusing on: (i) corporate carve outs; (ii) private or family owned businesses; (iii) operationally or financially challenged companies; (iv) companies at an inflection point; and (v) underperforming public companies. In addition to requiring capital, these companies are often under-resourced and unable to improve profitability (through cost management or growth) without a partner like Trive, who has an analytically-driven, operationally-oriented partnership approach. Trive generally seeks to acquire equity and debt positions in lower middle-market companies that are underperforming or distressed, with revenue of approximately \$40 million to \$1 billion in complex or special situations. Trive generally expects to invest in portfolio companies targeting equity investments between approximately \$10 million and \$150 million per investment. A core focus of Trive's approach is downside protection. With limited competition at the lower end of the middle market, and few groups that can transact in complex situations, Trive generally is able to acquire its target companies at value-oriented purchase price multiples using prudent leverage. Trive generally targets businesses that have a combination of sustainable market positions and defensible barriers to entry. Key features of such businesses include long term contractual cash flows, high switching costs for customers, limited and rational competition, few substitution alternatives, long-lived products and asset-intensive industries.

Using an analytically intensive roadmap for profit improvement, Trive leverages its extensive background in operations and special situations to develop clear operational goals and performance metrics to drive value creation and transformational change. Trive works closely with management of portfolio companies to implement and continually update value creation initiatives, which drive significant EBITDA growth through clearly identifiable business improvements.

The investment strategies summarized above are not intended to be comprehensive. For more information regarding the investment strategies of each Fund, please see the applicable offering and/or governing documents. Investing in securities involves risk of loss that clients should be prepared to bear.

- B/C. Risk Factors.** There can be no assurance that investors in the Funds will achieve their investment objectives or that investments in the Funds will be profitable. Each Fund's investment strategies involve a substantial degree of risk, including risk of complete loss. Nothing in this brochure is intended to imply, and no one is or will be authorized to represent, that a Fund's investment strategies are low risk or risk free. These investment strategies are appropriate only for sophisticated persons who fully understand and are capable of bearing the risks of investment. Prospective investors are encouraged to carefully consider the following risks, among others, before making any investment decisions. The various risks outlined below are not the only risks associated with the Funds' investment strategies and processes and will not necessarily apply to each Fund. Investors are urged to consult with their own independent financial, legal and tax advisors before making any investment decisions. **The following risks are qualified in their entirety by the risks set forth in the applicable offering and/or governing documents.**

### General Risks

Private equity involves a high degree of business and financial risk that may result in substantial losses. In order for the Funds to succeed, it must be able to accurately identify potentially successful enterprises, a process that is difficult even for those with extensive experience in the private equity field. Portfolio companies may be operating at a loss or with substantial variations in operating results from period to period and may need substantial amounts of additional capital to support expansion or to achieve or maintain a competitive position. Investment in the Funds is highly speculative, involves a high degree of risk and could result in the loss of part or all of an investor's capital contribution. Additionally, certain risks may arise that are out of Trive's control such as natural disasters, health pandemics, and other geopolitical factors such as war, terrorism, and emergency regulatory measures that could temporarily close down or otherwise negatively impact a business. Therefore, prospective investors should not invest unless they can bear such a loss.

Moreover, there can be no assurance that the Funds' investment objectives will be achieved and investment results may vary materially from one reporting period to the next. Consequently, an investment in the Funds is suitable only for sophisticated investors who are capable of making an informed and independent decision as to the risks involved in an investment in the Funds.

### Reliance on Key Personnel

Trive and the Funds rely on certain key personnel in identifying, structuring, and implementing investments consistent with the Fund's investment objective and policies. The success of the Fund will depend on the ability of such personnel to identify and consummate suitable investments, to improve the operating performance of portfolio companies and to dispose of investments of the Funds at a profit. The success of the Funds depends in substantial part upon the leadership, skill and expertise of the Trive management. The loss of one or more of these individuals could have a material adverse effect on the performance of the Funds.

### Difficulty Locating Suitable Investments

Investors in any Funds must rely upon the ability of Trive and its management to identify, structure and implement portfolio investments consistent with the Funds' investment objectives and policies. Investors in the Funds will not have the opportunity to evaluate the business, financial and other information that will be used by Trive in its analysis, selection, and monitoring of portfolio company investments for the Funds. There can be no assurance that Trive will be able to identify a sufficient number of attractive investment opportunities to invest fully the Funds' committed capital in opportunities that satisfy the Funds' investment objectives, or that such investment opportunities will lead to completed investments by the Funds. Identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. Furthermore, the availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate.

### No Right to Control Operations

Investors have no right or powers to take part in the management of their assets once committed to the Funds, nor will they receive detailed financial information issued by portfolio companies that is available to Trive. No person should invest in the Funds if such person is unwilling to entrust all aspects of management to Trive.

### Control Investments and Directorships

The Funds will acquire control positions in certain companies in which they invest. Additionally, officers and employees of Trive may serve as directors of portfolio companies in which the Funds invest. The exercise of control over a company through a control position, or the service of an officer or employee of Trive as a director of such company, could (i) expose the assets of the Funds to claims by such company, its security holders and creditors or (ii) impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability in which general limited liability protections are ignored. If these liabilities were to occur, then the Funds, directly, and the Funds' investors, indirectly, would likely suffer losses with respect to their investments.

### Illiquid Nature of Investments

The Funds will make investments in securities that have limited liquidity. It is anticipated there will be a significant period of time before the Funds have completed investments in Portfolio Companies. Such investments typically take from 2 to 7 years from the date of initial investment to reach a state of maturity when partial or complete realization of the investment can be achieved. Transaction structures typically will not provide for liquidity of the Funds' investment prior to that time. Generally, there will be no readily available market for a substantial amount of the Funds' portfolio investments. Most investments held by the Funds may not be able to be sold except pursuant to a registration statement filed under the Securities Act or in accordance with Rule 144, Regulation D or another exemption under the Securities Act. The market prices, if any, of such investments tend to be volatile, and the Funds may not be able to sell such investments when they desire, or, upon sale, to realize what they perceive to be their fair value. Further, companies whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements applicable to publicly traded companies. In light of the foregoing, it is likely that no return from the disposition of the Funds' investments will occur until a significant period of time has passed. Furthermore, disposition of such investments may result in distributions in-kind to investors.

### Valuation of Illiquid Investments

Most of the investments made by Trive for its Fund clients will be illiquid and for which there are not likely to be readily available market prices. The Funds will report investments at their estimated fair market values in accordance with Generally Accepted Accounting Principles in the United States ("U.S. GAAP") and specifically under the guidance of ASC 820. Because the Funds invest in illiquid assets that are not readily marketable, valuation of the assets will in part be based on unobservable inputs and judgement. Furthermore, management generally will not engage unaffiliated valuation experts to assist in

determining an estimated fair value. Significant judgements, made solely by Trive in its discretion and based on information available at the time of the valuation determination, will be required to estimate the fair value of an illiquid asset without a readily available market price. There is no single standard for determining fair value and in many instances the valuation determination will be made based on a range of fair value estimates prepared by Trive in the process of arriving at a specific value estimate. As a result, the reported fair value of the assets reflects the estimate determined by management at a point in time and may not reflect the actual realized value the Fund may receive in a disposition of the asset.

### Borrowing

Funds may consider borrowing funds to finance investments. Although Trive would seek to borrow funds in a manner it believes prudent, and while Fund borrowing generally may not exceed 30-50% of the aggregate capital commitments, the use of borrowed funds may involve a high degree of financial risk. In addition, borrowings by any Fund will expose them to interest rate risk, and the Fund may be less profitable if interest rates increase. If Funds do not receive sufficient cash flow from investments to meet principal and interest payments on any such borrowing, then the Funds may need to dispose of the investments sooner or at a lower price than it otherwise would have in order to pay any debt.

### Use of Leverage

While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. The Funds' investments may involve varying degrees of leverage, as a result of which recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of such companies. Moreover, rising interest rates may increase portfolio company interest expense. If a portfolio company cannot generate adequate cash flow to meet debt service, then the Funds may suffer a partial or total loss of capital invested in a portfolio company. The use of leverage will have the effect of increasing the volatility of the Funds' investments. A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions (e.g., due to adverse changes in economic or financial market conditions or a decreased appetite for risk by lenders) may materially impair the Funds' ability to consummate portfolio investments, to make leveraged distributions or to sell investments to buyers who utilize similar leverage strategies.

### Investments in Distressed Securities and Restructurings

Funds may make investments in restructurings that involve portfolio companies that are experiencing or are expected to experience severe financial difficulties. These financial difficulties may never be overcome and may cause such portfolio company to become subject to bankruptcy proceedings. Such investments could, in certain circumstances, subject the Funds to certain additional potential liabilities that may exceed the value of the Funds' original investment therein.

### Subordination

To the extent Funds make any debt investments, such investments will typically be subordinated to the senior obligations of an issuer, either contractually or structurally. Such subordinated investments may be characterized by greater credit risks than those associated with the senior obligations of the same issuer. Adverse changes in the financial condition of an issuer, general economic conditions, or both may impair the ability of such issuer to make payments on the subordinated securities and result in defaults on such securities more quickly than in the case of the senior obligations of such issuer.

### Debt Securities and Obligations

The Funds' investment in debt securities and obligations (if any) will entail normal credit risks (i.e. the risk of non-payment of interest and principal). A debt security or obligation may be subject to redemption at the option of the issuer. If a debt security or obligation held by the Funds is called for redemption, then the Funds will be required to permit the issuer to redeem such security or obligation, which would have an adverse effect on the Funds' cash-on-cash return objective.

### Foreign Investments

To the extent the Funds invest in companies organized or with substantial operations outside the United States, those investments will be subject to risks associated with foreign investment. These risks may include, but are not limited to, potential material adverse effects caused by inflation, currency devaluation, less developed entity and finance laws and regulations, exchange rate fluctuations, repatriation or exchange control regulation, withholding or other taxes, changes in government policies (including foreign investment policy and taxation), social instability and other political, economic or diplomatic developments in such countries.

### Restrictions on Transfer and Withdrawal

Investment in the Funds requires the financial ability and willingness to accept significant risk and illiquidity. An investment in the Funds requires a long-term commitment, with no certainty of return. There most likely will be little or no near-term cash flow available to investors. Interests in the Funds have not been registered under the Securities Act or any other applicable securities laws. There is no public market for the interests and none is expected to develop. In addition, the interests are not transferable except with the consent of an affiliate of Trive, which generally may be withheld by the affiliate in its sole discretion and are subject to the terms of Fund governing documents.

### Concentration of Investments

The Funds' portfolios generally are concentrated in a limited number of portfolio companies in a limited number of industry sectors, increasing the vulnerability of each Fund's portfolio as compared to a portfolio that is more diversified.

### Risk Related to Carried Interest

The fact that Trive and certain affiliates are entitled to distributions based on the performance of the Funds may create an incentive for Trive to cause the Fund to make

investments that are more speculative than would be the case in the absence of performance-based distribution. However, this incentive may be tempered somewhat by the fact that losses will reduce the Funds' performance and thus the distributions to the Adviser and any respective affiliate. Additionally, the principals of Trive have committed substantial money to the Fund personally, and are incentivized to protect their investment.

#### Risks Upon Disposition of Certain Investments

In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. The Funds may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate. These arrangements may result in contingent liabilities, which might ultimately have to be funded by investors to the extent of their capital commitments or previous distributions made to them.

#### Failure to Make Capital Contributions

If an investor of a Fund fails to pay its capital commitment to a Fund when it's due, and the contributions made by non-defaulting investors of a Fund and borrowings by a Fund are inadequate to cover the defaulted capital contribution, a Fund may be unable to pay its obligations when due. As a result, a Fund may be subjected to significant penalties that could materially adversely affect the returns to the investors of a Fund (including non-defaulting investors). If an investor of any Fund defaults, that Fund may be required to sell its interests at a significant discount to fair market value payable with an interest-free promissory note due upon termination of the Fund.

#### Bankruptcy of Investments

Funds may make investments in portfolio companies that may experience financial difficulties and become insolvent or file for bankruptcy protection. Various U.S. federal and state laws in connection with such bankruptcy proceedings could operate to the detriment of the Fund. There is also a risk that a court may subordinate the Fund's investment to other creditors or require the Fund to return amounts previously paid to it by a portfolio company that became insolvent or files for bankruptcy, a risk that could increase if the Fund has management rights in such portfolio company.

#### Legal, Tax and Regulatory Risk

Legal, tax and regulatory changes could occur during the term of the Funds that may adversely affect the Funds and their portfolio companies or partners. For example, from time to time the market for private equity transactions has been adversely affected by a decrease in the availability of, or a lessening of the attractiveness of the terms of, senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions.

### Absence of Regulatory Oversight

While the Funds may be considered to be similar to an investment company, they are not registered and do not intend to register as investment companies under the Investment Company Act of 1940, or the laws of any other country or jurisdiction and accordingly, the provisions of the Investment Company Act will not be applicable to any Fund. Trive nor any affiliate of Trive is registered as a broker-dealer under the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), or with FINRA, and consequently they are not subject to the record-keeping requirements and specific business practice provisions of the Exchange Act or rules of FINRA.

### Cybersecurity Breaches and Identity Theft

Trive, the Funds and Trive’s respective service providers depend on information technology systems and, notwithstanding the diligence that Trive may perform on such service providers, Trive may not be in a position to verify the risks or reliability of such information technology systems. Trive, the Funds and Trive’s respective service providers are subject to risks associated with a breach in cybersecurity. “**Cybersecurity**” is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. Trive, the Funds’ and Trive’s service providers’ information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Trive and its affiliates have implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Trive and/or the Funds may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Trive’s and the Funds’ operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm Trive’s or the Funds’ reputations, subject any such entity and its respective affiliates to legal claims and otherwise affect its business and financial performance. Such damage or interruptions to information technology systems may cause losses to the Funds or individual investors by interfering with Trive’s or any affiliates’ operations. The Funds may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose one or more of the Funds or Trive to civil, legal or regulatory liability as well as regulatory inquiry and/or action, and the Funds may be required to indemnify us against



any losses incurred in connection therewith. Cybersecurity issues and risks are currently a major focus area of the SEC and other regulatory authorities.

THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE DESCRIPTION OF ALL OF THE RISKS ASSOCIATED WITH THE FUNDS' INVESTMENT STRATEGIES OR THAT ARE APPLICABLE TO THE FUNDS OR INVESTORS. INVESTORS ARE ENCOURAGED TO CAREFULLY REVIEW THIS BROCHURE AND THE APPLICABLE OFFERING AND GOVERNING DOCUMENTS IN THEIR ENTIRETY BEFORE MAKING ANY INVESTMENT DECISIONS.

**Item 9 – Disciplinary Information**

- A.** Neither Trive, nor any of its partners, officers or principals has been involved in any investment-related criminal or civil actions in a domestic, foreign or military court.
- B.** Neither Trive, nor any of its partners, officers or principals has been involved in any administrative proceedings before the Securities and Exchange Commission, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority.
- C.** Neither Trive, nor any of its partners, officers or principals has been involved in any self-regulatory organization proceedings.

## Item 10 – Other Financial Industry Activities and Affiliations

- A. Broker Dealer Registration. Neither Trive nor any of its management persons is currently registered or has an application pending to register as a broker-dealer or registered representative of a broker-dealer.
- B. CFTC Exemption. Neither Trive nor any of its affiliates currently is registered with the Commodity Futures Trading Commission (“**CFTC**”) as a commodity pool operator or commodity trading advisor with respect to the Funds pursuant to an exemption from such registration set forth in CFTC Rule 4.13(a)(3) and/or certain other applicable exemptions.
- C. Certain of Trive’s affiliates serve as general partner, manager, managing member or investment manager with respect to one or more of the Funds. Each affiliate is disclosed in Section 7.A of Part 1A.
- D. Portfolio Company Activities. Certain of Trive’s employees, officers, members and/or affiliates serve (and may in the future serve) as directors, officers or committee members of the various portfolio companies of the Funds. Such persons could face conflicts of interest between discharging their duties as directors, officers or committee members, as the case may be, of such companies and acting in the best interest of the applicable Funds. Moreover, certain of Trive’s affiliates also may serve as directors of public companies and their activities on behalf of those other companies may present actual and/or potential conflicts of interest (including conflicting fiduciary duties). Trive’s affiliates may receive compensation from companies in their capacities as directors, officers or committee members and this compensation generally will not be shared with the Funds; *provided that* a portion of such amounts generally may reduce or offset all or a portion of the management fees that would otherwise be payable with respect to a Fund, as set forth in the applicable partnership agreement. One or more portfolio companies may engage an affiliate of Trive to provide services, and may pay to such person compensation and reimbursement in connection therewith.

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

- A.** Pursuant to SEC Rule 204A-1, Trive has adopted and implemented a Code of Ethics and Securities Trading Policy (the “**Code**”), which sets forth standards of conduct that are expected of Trive supervised persons. A copy of the Code will be provided to any client or prospective client upon request.

The Code requires Trive personnel to (among other things):

- Report their personal securities transactions;
- Pre-clear any proposed purchase of any initial public offering or private offering; and
- Comply with policies and procedures reasonably designed to prevent the misuse of, or trading upon, material non-public information.

Personal securities transactions by Trive personnel generally are required to be conducted in a manner that prioritizes the client’s interests in client eligible investments.

Trive and its affiliated persons may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, Trive and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of Trive. Accordingly, should Trive or any of its affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, Trive would be prohibited from communicating such information to clients, and Trive will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of Trive personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

Trive maintains a restricted list that includes issuers and securities with respect to which supervised persons generally are not permitted to trade without the prior approval of the Chief Compliance Officer. The restricted list may include, for example, an issuer about which Trive or one or more of its personnel may have acquired, or may otherwise be in possession of, material, non-public information.

Trive has also adopted policies and procedures relating to gifts and entertainment, political contributions and other potential material conflicts of interest.

- B.** Trive recognizes and acknowledges that managing Funds with substantially similar investment strategies side-by-side presents potential conflicts of interest for investment allocation between and/or among the Funds. Similarly however, allocating investments between or among Funds with different investment time horizons and of different size and

expense structures can also present additional conflicts throughout the life-cycle of an investment or Fund

Trive generally will allocate investment opportunities among its various clients (that are eligible to invest in any such opportunity) on a fair and equitable basis, consistent with its fiduciary obligations and the governing documents for the relevant Fund.

As noted in Item 4 above, Trive and its affiliates have established and/or may in the future establish one or more affiliated co-investment vehicles, which are or may be comprised of certain individuals employed by or associated with Trive, any persons who are or were serving as a director or officer of or in any other position with any portfolio companies (or direct or indirect subsidiaries thereof) at the request of Trive, any service provider to any of the general partner, the carry partner or the manager, any third party that the general partner determines in its discretion to be strategically important to the Fund and any of the respective affiliates of any of the foregoing, to invest “side-by-side” with a Fund in investments. An affiliated co-investment vehicle will invest in each security at the same time and on the same terms as the Fund (in the manner described in the applicable governing documents of the Fund). Affiliated co-investment vehicles generally will dispose of each security or portion thereof at the same time and on the same terms as the applicable Fund.

In addition to the foregoing, Trive or an affiliate thereof generally may, to the extent deemed appropriate, offer to any person the opportunity to invest in any transaction in which a Fund has made or will make an investment if Trive or its affiliate believes that the participation of such person or persons in such investment would be beneficial to the consummation or success of the investment; provided, however, that (i) no such investment may be offered to Trive, the general partner or any of their respective affiliates except as specifically authorized in the governing document of a Fund and (ii) such investment will be in the same securities and on substantially the same terms and conditions as the Fund’s investment. Subject to the foregoing, Trive or its affiliate may allocate any such opportunity to invest among a Fund or Funds and such persons as Trive or its affiliate may, in its discretion, determine; provided that Trive will not be entitled to receive any compensation in respect of any person that is not an investor in the applicable Fund or an affiliate of any such investor or any co-investment entity formed by Trive or an affiliate with respect to such investment.

Trive and its affiliates, principals and employees may carry on investment activities for their own account and for family members, friends or others who do not invest in the Funds.

- C/D.** Trive and its affiliates may from time to time cause the Funds to enter into transactions and/or arrangements involving actual or potential conflicts of interest. Trive and its affiliates generally review any such transactions or arrangements involving material conflicts of interest and take such actions as they deem appropriate or necessary under the circumstances in an attempt to ensure that the overall terms of such transactions or arrangements are fair and equitable under the circumstances.

Pursuant to the applicable governing documents, an advisory board generally is established with respect to each Fund consisting of representatives of independent investors of such Fund. An advisory board generally has or will have the authority to consider and, on behalf of the Fund and its investors, approve or disapprove (to the extent required by applicable law, the governing document or by Trive or its affiliate) related party transactions, principal transactions, certain transactions or arrangements involving actual or potential conflicts of interest, matters requiring client consent under Section 206(3) of the Advisers Act, and any other matters that the general partner of the Fund elects to present thereto. Any consent or approval provided by the advisory board on behalf of a Fund in good faith generally is binding on the Fund and its investors.

## Item 12 – Brokerage Practices

Trive's advisory business generally involves privately negotiated transactions with the prospective sellers and prospective buyers. As a result, the Adviser does not select or recommend broker-dealers for and does not use "soft" dollars in connection with Fund transactions. Accordingly, Trive generally does not use, select or otherwise recommend broker-dealer or other counterparties in connection with the investment activities of the Funds. Nonetheless, in some circumstances while implementing transactions for a Fund, Trive may take into account the full range of applicable factors when hiring third party service providers or other intermediaries, including reputation, level of expertise, price, etc. More specifically, Trive, on behalf of the Funds (or on behalf of their portfolio companies, if appropriate), may engage investment banks, securities underwriters, brokers, legal and tax experts, accounting experts, environmental experts, insurance professionals and other service providers. The Funds (or their portfolio companies, as applicable) pay these service providers through commissions or other service fees. Trive believes that the analysis of the value of the services rendered by these service providers involves a number of factors, and that price is not the ultimate factor when determining "best execution" in selecting service providers.

When publicly traded securities are the subject of a trade and there is a broker selection opportunity, Trive will endeavor to select a broker or other counterparty on the basis of best execution and in consideration of various factors deemed relevant or appropriate, including, without limitation: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker; (iv) the broker's risk in positioning a block of securities; and (v) the competitiveness of commission rates in comparison with other brokers satisfying our other selection criteria. Trive may cause a Fund to pay higher commissions to brokers believed to offer superior service under the circumstances, including brokers that provide investment research and analysis to their clients, including the Funds. Accordingly, when Trive determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the overall services provided to the Fund or Funds, including internally-developed research and other services provided by such broker, Trive may cause the Funds to pay commissions to such broker in an amount greater than the amount another broker might charge.

Trive currently does not use soft dollars generated by client accounts to pay for research and/or related services provided by brokers.

Trive may face actual or potential conflicts of interest when allocating investment opportunities among the Funds. The general policy of Trive is to allocate investment opportunities among the applicable Funds in a fair and equitable manner and in accordance with the terms of the applicable governing documents.

### **Item 13 – Review of Accounts**

- A.** Trive’s officers and employees generally will participate on the boards of directors (or equivalent governing body) of the Funds’ portfolio companies. Trive generally monitors the financial and operating progress of the business of each portfolio company or other investment on at least a monthly basis, with more formal reviews as necessary. Such reviews generally will be conducted by one or more of the officers of Trive. Funds are audited on an annual basis by an independent registered public accounting firm.
- B.** Certain events may require other than a periodic review. Such events include a transfer or withdrawal of an investor of the Fund or a material change in the business of a portfolio investment.
- C.** Investors in the Funds generally receive quarterly and annual reports and annual audited financial statements. Investors generally receive annual audited financial statements (prepared in accordance with U.S. GAAP) and unaudited quarterly statements of the Funds. Investors in each Fund generally receive tax information in connection with the preparation of their federal income tax returns. All reports to investors to the Funds are in writing. Trive may provide additional information to certain investors that are not distributed to other investors in a Fund.



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

- A.** Except as otherwise disclosed herein, neither Trive nor any of its affiliates generally receive any economic benefit from a non-client for providing investment advice or other advisory services with respect to the Funds. Nevertheless, portfolio companies may pay certain fees to Trive's affiliates, including (among others), fees related to transaction advisory services and monitoring activities. Trive and/or its affiliates may also earn fees (such as break-up or topping fees) in connection with any transaction that is not consummated. Trive may receive benefits and/or discounts from certain service providers for products or services as a result of the relationship between the service provider and portfolio companies of the Funds.
- B.** Trive has entered and may enter into agreements or arrangements with third party placement agents that solicit and refer prospective eligible investors in one or more of the Funds to Trive or an affiliate thereof. In consideration of such solicitation and referral services, such placement agents receive or may receive compensation from Trive or its affiliates consisting of, among other things, a percentage of the Management Fee and carried interest distributions payable or distributable with respect to investors referred by such placement agents. Investors will not be charged any higher or additional fees as a result of any such placement agent arrangements. In each instance, all arrangements and payments of placement agent fees will be disclosed to applicable investors.

Trive and/or its affiliates may also pay fees to third parties for locating or sourcing potential investment opportunities and sharing information relating thereto with Trive.

## **Item 15 – Custody**

While it is Trive’s practice not to accept or maintain physical possession of any client assets, Trive is deemed to have custody of each Fund’s securities and cash for purposes of Rule 206(4)-2 of the Advisers Act.

In order to comply with Rule 206(4)-2, Trive utilizes the services of a bank and other qualified custodians (as defined under Rule 206(4)-2) to hold all cash and securities of the Funds (except with respect to privately offered securities). In accordance with Rule 206(4)-2, Trive also (1) has engaged an independent public auditor to conduct annual audits of the Funds, and (2) distributes audited financial statements of the Funds that are prepared in accordance with United States generally accepted accounting principles to all investors in the Funds within at least 120 days after the end of the fiscal year. Qualified custodians are not expected to provide account statements directly to investors in the Funds.

**Item 16 – Investment Discretion**

- A.** Trive generally has discretionary authority to manage each Fund's investments. Accordingly, Trive generally has the authority to determine, without obtaining specific client consent, which portfolio companies or other investments to buy or sell and the duration of the holding period prior to exiting such investments.
- B.** Each investor in a Fund generally grants the general partner thereof a limited power of attorney to enable the general partner to execute the partnership agreement and perform certain other ministerial functions with respect to the Fund.

## **Item 17 – Voting Client Securities**

While Trive generally has proxy voting authority on behalf of the Funds, it generally does not expect to be called upon to vote with respect to securities owned by the Funds. Nevertheless, in the event that Trive is called upon to vote proxies, it will vote such proxies in accordance with the proxy voting policies and procedures in Trive's compliance manual. Pursuant to SEC Rule 206(4)-6, Trive has established policies and procedures to address voting procedures and any conflicts of interests involved in a proxy vote between Trive and clients. Trive's proxy voting procedures are designed to ensure that proxies are voted in a manner that is in the best interest of the clients. Trive will generally vote in favor of matters that follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management's accountability to shareholders and/or present compensation plans that are commensurate with enhanced manager performance and market practices. Trive addresses conflicts of interest involved in a proxy vote by identifying potential conflicts of interest, determining material conflicts, and establishing procedures to address material conflicts. Trive may determine not to vote proxies in respect of securities of an issuer if it determines it would be in the Fund's overall best interest not to vote. Clients may obtain copies of Trive's proxy voting policies by contacting the Chief Compliance Officer.

**Item 18 – Financial Information**

- A.** Trive does not require prepayment of Management Fees more than six months in advance.
- B.** Currently, Trive and its affiliates are not aware of any financial condition that is likely to impair Trive's ability to meet its contractual obligations and commitments to clients.
- C.** Trive was not subject of a bankruptcy petition at any time during the past ten years.