

Item 1. Cover Page

**MANA Advisors LLC**

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This brochure provides information about the qualifications and business practices of MANA Advisors LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (646) 813-1234. This information has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

The Adviser is an investment adviser registered with the SEC. Registration with the SEC does not imply a certain level of skill or training.

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

**Item 2. Material Changes**

This brochure has been updated to reflect MANA Advisors LLC's new Chief Compliance Officer.

### Item 3. Table of Contents

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#### **Item 4. Advisory Business**

The Adviser, a Delaware limited liability company organized in June 2016, commenced operations as an investment adviser on January 3, 2017. The Adviser has one office in New York, NY. MANA Partners LLC is the parent company of the Adviser. Manoj Narang, is the controlling beneficial owner of MANA Partners LLC.

The Adviser's registration also covers MANA Omega Fund GP LLC ("General Partner"), a Delaware limited liability company organized in August 2016, which is an affiliate of the Adviser and acts as the general partner of MANA Omega Fund LP, a Delaware limited partnership, and MANA Omega Master Fund LP, a Cayman Island exempted limited partnership, both of which are clients of the Adviser. The Adviser and the General Partner are filing a single Form ADV based upon the SEC's expressed position in the No-Action Letter published on January 18, 2012 titled "American Bar Association, Business Law Section." MANA Partners LLC is sole member of MANA Omega Fund GP LLC.

The Adviser specializes in quantitative and algorithmic investment management. The Adviser deploys a collection of liquidity-adding, liquidity-consuming, and liquidity-neutral strategies in various markets. The Adviser also deploys a collection of capital-intensive high frequency trading (HFT) strategies which may potentially hold positions on an overnight basis. The Adviser provides investment advisory services on a discretionary basis to its clients, which include pooled investment vehicles and separately managed accounts intended for sophisticated investors and institutional investors (referred to herein collectively as "Clients," and each as a "Client").

The Adviser generally does not tailor advisory services to the individual needs of pooled investment vehicle clients or investors in pooled investment vehicles. Generally, pooled investment vehicle clients or investors in pooled investment vehicles may not impose restrictions on investing in certain securities or certain types of securities.

As of December 31, 2019, the Adviser had regulatory assets under management, all on a discretionary basis, of approximately \$374,877,547.

## Item 5. Fees and Compensation

### *Asset-Based Compensation*

The Adviser will be paid a monthly asset-based investment management fee ("Management Fee") at an annual rate of 2.0% of the value of each investor's assets in the pooled investment vehicle or separately managed account.

The Management Fees will be calculated and paid in advance based on the total value of each investor's assets in the pooled investment vehicle or separately managed account on the first day of each month and will be prorated for any capital contributions or withdrawals by an investor within a month.

These fees are generally not negotiable, however, the Adviser, in its sole discretion, may waive or modify the Management Fee for certain investors in the pooled investment vehicles who are members, principals, employees or affiliates of the Adviser or the General Partner to the pooled investment vehicle, if applicable, relatives of such persons and for certain large or strategic investors. Such investors will be subject to other investment expenses discussed below.

The Adviser will deduct the Management Fee monthly, in advance, from the pooled investment vehicle accounts by instructing, in coordination with the Clients' administrator, the pooled investment vehicle's custodian(s).

### *Performance-Based Compensation*

The Adviser will also receive performance-based compensation, by way of an annual incentive fee, which is 20% of the net profits, if any, during the fiscal year, attributable to a client's assets, subject to a loss carryforward provision. This incentive fee is paid to the Adviser.

This incentive fee is generally not negotiable; however, the Adviser, in its sole discretion, may waive or modify the incentive fee for certain investors in the pooled investment vehicles who are members, principals, employees or affiliates of the Adviser or the General Partner to the pooled investment vehicle, if applicable, relatives of such persons and for certain large or strategic investors. Such investors will be subject to other investment expenses discussed below.

### *Other Fees and Expenses*

In addition to paying Management Fees and performance-based fees, all investors in pooled investment vehicles will also be subject to other investment expenses such as fund legal, fund compliance (including consultants' fees), administrator, audit and accounting expenses (including third party accounting services); investor reporting expenses; organizational expenses; out-of-pocket expenses of members of the Review Committee; investment expenses such as commissions, interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; fund-related insurance costs (including D&O and E&O insurance for the Directors and the members of the Review Committee); independent Review Committee members' fees and expenses; expenses of regulatory compliance pertaining specifically to the fund (including, but not limited to, expenses such as Form PF filings and the fees and expenses relating to registration, filing and/or reporting requirements, as they relate directly to the fund, in any jurisdiction in which Common Shares are offered or sold); Directors' fees and expenses; and any other expenses related to the purchase, sale or transmittal of fund assets. Feeder funds will bear a pro-rata share of the expenses associated with the related master fund.

Please refer to Item 12 of this brochure for a discussion of the Adviser's brokerage practices.

Neither the Adviser or 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**

The Adviser and its investment personnel may provide investment management services to multiple portfolios for multiple clients. As discussed in Item 5, the Adviser (or an affiliate of the Adviser) may receive performance-based compensation from qualified clients. Although the Adviser believes this fee arrangement appropriately aligns the interests of the Adviser and its clients, such performance-based compensation may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation arrangements.

**Item 7. Types of Clients**

The Adviser's Clients consist of pooled investment vehicles and separately managed accounts.

With respect to any client that is a pooled investment vehicle, any initial and additional subscription minimums are disclosed in the offering memorandum for the pooled investment vehicle.



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

### **Methods of Analysis and Investment Strategies**

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The Adviser utilizes High Frequency Trading (HFT) strategies and a diversified blend of medium-frequency Statistical Arbitrage (Stat Arb) strategies, among others, to attempt to achieve superior risk adjusted returns.

The investment strategies the Adviser may employ include, but are not limited to, the following:

(i) *Extended High Frequency Strategies*, which consist of a collection of capital-intensive HFT strategies which may potentially hold positions on an overnight basis. These strategies are held for 1-2 hours on average and are focused on beta capture, based on the application of statistical techniques to market microstructure data.

(ii) *Medium Frequency Statistical Arbitrage Strategies*, whereby the Adviser will seek to diversify its assets among medium frequency strategies such as U.S. Equity Stat Arb, International Equity Stat Arb, Strategic Quant Macro and Tactical Quant Macro.

### **Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies**

*Technology and Automated/Active Trading Risks.* The success of the Adviser's Clients will depend on the expertise of the Adviser combined with the efficacy and availability of the software and automated trading systems. The Adviser uses an investment strategy that involves active trading or "day trading" through the use of automated trading systems. Such active trading presents the risk of large, immediate losses. The automated trading systems, no matter how convenient or efficient, do not reduce risks associated with active trading. The software and automated trading systems, which the Adviser intends to utilize, are relatively new and have been put to limited use to date in portfolio management activities. There can be no guarantee that the software and automated trading systems will achieve their intended objectives.

As with all facilities and systems, the Adviser's automated trading systems, hardware, and software are vulnerable to temporary disruption, failure, inaccuracies, and/or security breaches, including, but not limited to: communication failures or inaccuracies; security quotation and data errors (whether as a result of software errors, automatic price or data mis-feeds, or a dealer's mistype or mistake); system or software crashes; distortions; viruses; stolen passwords and/or unauthorized trades; signal power disruptions; and failures of Internet reception or routing. System delay or failures can have negative results on investment selection and execution. The result of any system related failure may include, but not be limited to: trades being executed without the Adviser's authorization; trades not being executed according to the Adviser's instructions or criteria; or trades not being executed at all. The Client's ability to recover certain losses or foregone profits due to such disruptions and failures may be subject to limits on liability imposed by system providers, the market, financial institutions, and/or the clearing house. In the absence of recovery, the Adviser's Clients will bear the risks and losses of any system delays or failures, including, but not limited to, the system delays or failures described herein.

*Risks Related to Trading Program.* The Clients' investment program is subject to all of the risks associated with the purchase and sale of various instruments, including, among others, the difficulty of accurately predicting price movements in particular positions, and the difficulty of assessing the impact that an unpredictable multitude of economic and other events may have on prices. The Adviser utilizes a variety of speculative trading strategies which, if unsuccessful, could result in a complete loss of a Client's entire investment.

Clients are also subject to certain additional risks, many of which will be magnified by the likely nature of the Adviser's trading activities. For example, in the event of a material market dislocation, Clients may find itself holding positions that, due to such crisis scenario, are difficult to liquidate, and therefore may suffer material losses as a result of such temporary illiquidity.

The Adviser uses quantitative mathematical models that rely on patterns inferred from historical prices and other financial data in evaluating prospective investments. However, most quantitative models cannot fully match the complexity of the financial markets and therefore sudden unanticipated changes in underlying market conditions can significantly impact the performance of the Clients. Further, as market dynamics shift over time, a previously highly successful model may become outdated – perhaps without the Adviser recognizing that fact before substantial losses are incurred. Even without becoming a completely outdated model, a given model's effectiveness may decay for any number of reasons including, but not limited to, an increase in the amount of assets managed by the Adviser, the use of similar models by other market participants and/or market dynamic shifts over time. Moreover, there are an increasing number of market participants who rely on quantitative mathematical models. These models may be similar to those used by the Adviser, which may result in a substantial number of market participants taking the same action with respect to an investment and some of these market participants may be managing substantially more assets than the Adviser. Should one or more of these other market participants begin to divest themselves of one or more positions, a "crisis correlation", independent of any fundamentals, could occur, thereby causing the Adviser's Clients to suffer material, or even total, losses.

Although the Adviser generally will deploy relative value strategies, this does not mean that the Adviser will not be affected by adverse market conditions similar to those described above and/or others. There can be no assurances that strategies pursued will be profitable, and various market conditions may be materially less favorable to certain strategies than others. Mis-pricings, even if correctly identified, may not be corrected by the market, at least within a time frame over which it is feasible for the Adviser's Clients to maintain a position.

*Reliance on Technology.* The analytics utilized by the Adviser are fundamentally dependent on technology, including hardware, software and telecommunications systems. The data gathering, research, forecasting, portfolio construction, order execution, trade allocation, risk management, operational, back office systems, among others, utilized by the Adviser are all highly automated and computerized. Such automation and computerization is dependent upon an extensive amount of software and third-party hardware and software.

Such software and third-party hardware and software are known to have errors, omissions, imperfections, and malfunctions (collectively, "Coding Errors"). Coding Errors in third-party hardware and software are generally entirely outside of the control of the Adviser.

The Adviser seeks to reduce the incidence and impact of Coding Errors through a certain degree of internal testing and real-time monitoring and the use of independent safeguards in the overall portfolio management system and often, with respect to proprietary software, in the software code itself. Despite such testing, monitoring and independent safeguards, Coding Errors will result in, among other things, the execution of unanticipated trades, the failure to execute anticipated trades, the failure to properly gather and organize available data, the failure to take certain hedging or risk reducing actions and/or the taking of actions which increase certain risk(s) – all of which can and do have adverse (and potentially materially adverse) effects.

Coding Errors are often extremely difficult to detect, however, regardless of how difficult their detection appears in retrospect, some of these Coding Errors will go undetected for long periods of time and some will never be detected. The degradation or impact caused by these Coding Errors can compound over time. Finally, the Adviser will detect certain Coding Errors that it chooses, in its sole discretion, not to address or fix. While the Adviser will perform a materiality analysis on many of the Coding Errors discovered

in its software code, the Adviser believes that the testing and monitoring performed on such software will enable the Adviser to identify and address those Coding Errors that a prudent person managing a process-driven, systematic and computerized investment program would identify and address by correcting the Coding Errors or limiting the use of the software, generally or in a particular application. The Adviser's Clients should assume that Coding Errors and their ensuing risks and impact are an inherent part of investing with a process-driven, systematic investment adviser. Accordingly, the Adviser does not expect to disclose discovered Coding Errors to its Clients.

*Reliance on Data.* The analytics employed by the Adviser are highly reliant on the gathering, cleaning, culling and analyzing of large amounts of data from third-party and other external sources. It is not possible or practicable, however, to factor all relevant, available data into forecasts and/or trading decisions. The Adviser will use its discretion to determine what data to gather with respect to any strategy and technique and what subset of that data the strategies and techniques take into account to produce forecasts which may have an impact on ultimate trading decisions. In addition, due to the automated nature of such data gathering and the fact that much of this data comes from third-party sources, it is inevitable that not all desired and/or relevant data will be available to, or processed by, the Adviser at all times. In such cases, the Adviser may and often will, continue to generate forecasts and make investment and trading decisions based on the data available to it. Additionally, the Adviser may determine that certain available data, while potentially useful in generating forecasts and/or making investment and trading decisions, is not cost effective to gather due to either the technology costs or third-party vendor costs and, in such cases, the Adviser will not utilize such data. The Adviser's Clients should be aware that, for all of the foregoing reasons and more, there is no guarantee that any specific data or type of data will be utilized in generating forecasts or making investment and trading decisions nor is there any guarantee that the data actually utilized in generating forecasts or making investment and trading decisions will be (i) the most accurate data available or (ii) free of errors. Clients should assume that the foregoing limitations and risks associated with gathering, cleaning, culling and analyzing of large amounts of data from third-party and other external sources are an inherent part of investing with a process-driven, systematic investment manager such as the Adviser.

*Statistical Measurement Error.* The analytics employed by the Adviser rely on patterns inferred from the historical series of prices and other data. Even if all the assumptions underlying the strategies were met exactly, the strategies can only make a prediction, not afford certainty. There can be no assurance that the future performance will match the prediction. Further, most statistical procedures cannot fully match the complexity of the financial markets and as such, results of their application are uncertain. In addition, changes in underlying market conditions can adversely affect the performance of a statistical strategy.

*Systems and Operations Risk.* The Adviser's Clients depend on it to develop and implement appropriate systems for its client's activities. The Clients rely extensively on computer programs and systems to trade, clear and settle securities transactions, to evaluate certain investments based on real-time trading information, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of the Client's activities. In addition, certain of the Client's and the Adviser's operations interface with or depend on systems operated by third parties, including its prime brokers and market counterparties and their sub-custodians and other service providers, including the Administrator. The Adviser may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by worms, viruses and power failures. Any such defect or failure could have a material adverse effect on the Clients. For example, such failures could cause settlement of trades to fail, lead to inaccurate

accounting, recording or processing of trades, and cause inaccurate reports, which may affect the Adviser's ability to monitor its investment portfolio and its risks.

The Adviser's investment strategy depends on its ability to establish and maintain an overall market position in a combination of financial instruments. The Adviser's trade orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, systems failures or human error attributable to the Adviser, its brokers, agents or other service providers or financial intermediaries. In such event, the Adviser might only be able to acquire some, but not all, of the components of such position, or if the overall position were to need adjustment, the Adviser might not be able to make such adjustment. As a result, the Adviser would not be able to achieve the desired market position, and might incur a loss in liquidating its position.

The Clients depend on the Adviser to develop the appropriate systems and procedures to control operational risk arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in the Adviser's operations. Such operational risks may cause Clients to suffer financial loss, the disruption of its business, liability to clients or third parties, regulatory intervention or reputational damage. The Adviser's business is highly dependent on its ability to process, on a daily basis, a number of transactions across numerous and diverse markets. Consequently, the Adviser relies heavily on its financial, back office and other data processing systems. The ability of its systems to accommodate an increasing volume of transactions could also constrain the Adviser's ability to properly manage the portfolio.

*Risk Control Framework.* No risk control system is fail-safe, and no assurance can be given that any risk control framework employed by the Adviser will achieve its objective. Target risk limits developed by the Adviser may be based upon historical trading patterns for the securities and financial instruments in which its Clients invests. No assurance can be given that such historical trading patterns will accurately predict future trading patterns.

*Arbitrage Transaction Risks.* Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Examples of arbitrage strategies include statistical arbitrage, systematic volatility arbitrage, and idiosyncratic volatility arbitrage, amongst others. The Adviser may employ any one or more of these arbitrage strategies. If the requisite elements of an arbitrage strategy are not properly analyzed or unexpected events or price movements intervene, losses can occur which can be magnified to the extent the Adviser is employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable "spreads", which can also be identified, reduced or eliminated by other market participants.

*Short-Term Trading Risks.* The Adviser's investment objectives are based primarily on its ability to take advantage of very short-term market trends and the market's volatility. Because market trends in general and changes in market trends during a trading day cannot be predicted with any degree of accuracy or consistency, performance may fluctuate substantially from period to period, and it is possible that Clients may sustain substantial and continuing losses. Furthermore, although the Adviser intends to use its best efforts to monitor its Clients' investments, no assurance can be given that such efforts will be successful or that its Clients will not sustain substantial losses on single positions. In addition, the nature of the Adviser's investment objective requires it to make very short term transactions, with the possibility of making several transactions in one security in a single trading day. As a result, the commissions payable by the Adviser's Clients may be excessive.

*Legal and Regulatory Risks of High Frequency Trading Strategies.* HFT and other forms of low latency or electronic trading strategies continue to be the focus of extensive regulatory scrutiny by federal, state and foreign regulators and self-regulatory organizations ("SROs"), and such scrutiny is likely to continue. Specifically, both the SEC and the Commodity Futures Trading Commission ("CFTC") have

issued general concept releases on market structure requesting comment from market participants on topics including, among others, high frequency trading, co-location, dark liquidity, pre- and post-trade risk controls and system safeguards. The SEC has adopted rules that, among other results, have significantly limited the use of sponsored access by market participants to the U.S. equities exchanges, imposed large trader reporting requirements, restricted short sales in listed securities under certain conditions and required the planning and creation of a new comprehensive consolidated audit trail. The SEC has also approved by order a pilot proposal by the Financial Industry Regulatory Authority, Inc. ("FINRA") and the national securities exchanges establishing a "Limit Up-Limit Down" mechanism to address market volatility. Any or all of these proposals or additional proposals may be adopted by the SEC, CFTC or other U.S. or foreign legislative or regulatory bodies, and recent news media attention to electronic trading and market structure could increase the likelihood of adoption. These potential market structure and regulatory changes could have a material adverse effect on the Adviser and its clients.

*Cyber Security Breaches and Identity Theft.* The Adviser's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Adviser has 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, the Adviser and/or its Clients 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 the Adviser's and/or Client's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information. Such a failure could harm the Adviser's reputation and subject it and its affiliates to legal claims and otherwise affect their business and financial performance.

*Use of Leverage.* The Adviser will utilize significant leverage at times. This results in the Adviser controlling substantially more assets than its Clients' equity. Leverage increases the Adviser's Client returns if the Client earns a greater return on investments purchased with borrowed funds than the Client's cost of borrowing such funds. However, the use of leverage exposes the Adviser's Clients to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Clients not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Client's cost of borrowing such funds. In the event of a sudden, precipitous drop in value of Client's assets, the Client might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses.

In an unsettled credit environment, the Adviser may find it difficult or impossible to obtain leverage. In such event, the Adviser could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in the Adviser being forced to unwind its Clients' positions quickly and at prices below what the Adviser deems to be fair value for such positions.

**Short Sales.** The Adviser's investment program includes a significant amount of short selling. Short selling, or the sale of securities not owned by the Adviser's Clients, necessarily involves certain additional risks. Such transactions expose Clients to the risk of loss in an amount greater than their initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier. There can be no assurance that securities necessary to cover a short position will be available for purchase.

**Currency Risks.** Investments that are denominated in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to the U.S. dollar or other currencies. The weakening of a country's currency relative to the U.S. dollar will negatively affect the dollar value of the Client's assets. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, central bank policy, and political developments. The Adviser may try to hedge these risks by selling or buying foreign currencies in the forward market, selling or buying foreign currency futures contracts, options or other securities thereon, borrowing funds denominated in foreign currencies or other strategies, depending on the availability of liquidity in the hedging instruments and their relative costs. There can be no assurance that such strategies will be implemented, or if implemented, will be effective.

**Small to Medium Capitalized Companies.** The Adviser may invest a portion of its assets in the stocks of companies with small-to medium-sized market capitalizations. While the Adviser believes these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than investments in larger capitalization stocks.

**Hedging Transactions.** The Adviser may utilize a variety of financial instruments such as derivatives, options, swaps, caps and floors, forward contracts for both risk management and general investment and speculation purposes. With respect to the Adviser's risk management and hedging transactions, there can be no assurances that a particular hedge is appropriate, or that a certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Clients than if it did not engage in any such hedging transactions. In addition, the Adviser may choose not to enter into hedging transactions with respect to some or all of its positions.

**Risks Associated with Types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks)**

**Equity Securities.** The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-

political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

*Non-U.S. Securities.* Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies and utilization of options and swaps on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the United States government or United States companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

*Options.* The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity, future or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Additionally, the premium paid for an option is based, in part, on the time to expiration, and with the passage of time, the premium associated with an option declines, assuming all other factors being equal. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

*Derivatives.* To the extent that the Adviser invests in swaps, derivative or synthetic instruments, or enters into repurchase agreements or other over-the-counter transactions (including, without limitation, contracts for difference), the Clients may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, more frequent mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of the Adviser's Clients, and hence the Clients should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

*Futures Contracts.* The use of futures is a specialized activity that involves investment strategies and risks different from those associated with ordinary portfolio securities transactions, and there can be no guarantee that their use will increase the Clients return or not cause the Clients to sustain large losses. While the use of these instruments by the Adviser may reduce certain risks associated with portfolio positions, these techniques themselves entail certain other risks. The Clients could experience losses if the values of its futures positions were poorly correlated with its other investments, or if it could not close out its positions because of an illiquid market. In addition, the Clients will incur transaction costs, including trading commissions, in connection with its futures transactions and these transactions could significantly increase the Client's investment turnover rate. There is no assurance that a liquid secondary market will exist for futures contracts or options purchased or sold, and the Adviser's Clients may be required to maintain a position until exercise or expiration, which could result in losses. Many futures exchanges limit the amount of fluctuation permitted in contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit. Contract prices could move to the daily limit for several consecutive trading days permitting little or no trading, thereby

preventing prompt liquidation of futures and options positions and potentially subjecting the Clients to substantial losses.

*Exchange Traded Funds.* Because exchange-traded funds (“ETFs”) (which are registered investment companies) are effectively portfolios of securities, the Adviser believes that the unsystematic risk associated with investments in ETFs is generally very low relative to investments in ordinary securities of individual issuers. There may be certain risks to the extent a particular ETF is concentrated in a particular sector, and is not as diversified as the market as a whole.

It should be noted that the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”), places certain restrictions on the percentage of ownership that a private investment fund may have in a registered investment company.



**Item 9. Disciplinary Information**

The Adviser has no applicable disciplinary information.

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

MANA Partners LLC ("MP"), the sole owner of the Adviser, is the majority owner of an affiliated entity, MANA Tech LLC ("MT"). MT is a financial technology and quantitative research firm that has built next level data, research and visualization tools for quantitative trading firms. MP acquired its ownership stake in MT by contributing Intellectual Property ("IP") to MT. Through a Master Software License Acknowledgement Agreement between MT and MP, MP has a retained license to the IP which consists of a nonexclusive, worldwide, perpetual, irrevocable, non-terminable, fully paid-up, royalty-free right and license to use the IP.

Manoj Narang is a manager of MT. Certain employees of MP, including Manoj Narang, will allocate a portion of their time to MT tasks. The amount of time spent on MT tasks will vary month to month. Under an expense sharing agreement, MT reimburses MP for expenses paid by MP on behalf of MT, which may be used to support the Adviser's operations and overhead. These expenses include, but are not limited to, data, rent, payroll, consultancy/professional fees and various administration fees. While the Adviser receives access to certain technologies from MT, as disclosed above, MT is not a service provider to Clients and does not receive compensation, in any form, from the Adviser's Clients.

The Adviser may recommend or select other investment advisers for its Clients.

A certain other registered investment adviser has a passive, minority (less than 2%) beneficial ownership stakes in MANA Partners LLC. The Adviser does not believe that this relationship presents a material conflict of interest given that such adviser is not involved in the day-to-day management of the Adviser. To the extent that potential conflicts may arise, the Adviser has implemented policies and procedures intended to prevent any improper use or external dissemination of material non-public information regarding the Adviser and its clients.

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

In recognition of the Adviser's fiduciary duty to its clients and its desire to maintain its high ethical standards, the Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its employees to put the interests of the Adviser's clients before its own interests and to act honestly and fairly in all respects in their dealings with clients. The Code contains provisions designed to prevent improper personal trading, identify conflicts of interest and provide a means to resolve any actual or potential conflicts in favor of the Adviser's clients.

The Code includes, among other things, restrictions on personal trading for its supervised persons. As a general matter, the Adviser's supervised persons are not permitted to invest in individual public company securities, or derivatives on such securities. Supervised persons may invest in certain types of securities that are not likely to present a conflict of interest, such as ETFs, mutual funds and money-market securities, among others outlined in the Code, subject to pre-approval by the Chief Compliance Officer. Employees may also invest in private placements, such as interests in private funds, subject to pre-approval by the Chief Compliance Officer. The Adviser requires supervised persons to disclose their personal securities holdings and transactions on a regular basis.

In addition to compliance with the Adviser's policies and procedures, all of the Adviser's personnel are also required to comply with applicable federal and state securities laws. The Adviser also maintains a policy and procedures to detect and prevent insider trading. Employees are required to certify their understanding and compliance with this policy on a periodic basis.

In addition to restrictions on personal trading, the Code also includes limits on business gifts and entertainment, political contributions and payments to foreign officials. The Code also includes a policy and procedure to facilitate the reporting of possible misconduct.

Clients or prospective clients may obtain a copy of the Code by contacting Vandana Jain by email at [vandana@mana-partners.com](mailto:vandana@mana-partners.com), or by telephone at (646) 813-1234. See below for further provisions of the Code as they relate to the pre-clearing and reporting of securities transactions by supervised persons.

### **Client Transactions in Securities where the Adviser has a Material Financial Interest**

The Adviser does not anticipate engaging in cross trades or principal transactions.

### **Investing in Securities Recommended to Clients**

The Code places restrictions on personal trades by the Adviser's supervised persons. As a general matter, the Adviser's supervised persons are not permitted to invest in single name, publicly-traded securities, or derivatives on such securities. Exceptions to this prohibition require pre-approval by the Chief Compliance Officer. The Chief Compliance Officer will take into account any potential conflicts of interest in determining whether to approve any transactions and if approved, whether to place any limits on such transactions. The Chief Compliance Officer may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of the Adviser's Clients or unduly benefit a related person.

The Adviser's supervised persons are required to supply monthly broker statements, or similar reports, to the Chief Compliance Officer. (In the event there is no trading activity, monthly statements may not be produced. In such circumstances, the related persons will supply quarterly statements.) Trading in employee accounts will be reviewed by the Chief Compliance Officer and compared with transactions for the client accounts.

### **Conflicts of Interest Created by Contemporaneous Trading**

Given the personal trading restrictions and pre-clearance requirements as outlined in the Code, the Adviser believes that the possibility of a contemporaneous trading conflict between its Clients and supervised persons is extremely small.

If the Adviser's related persons invest in the private funds managed by the Adviser and, in the aggregate, hold a substantial portion of the private fund's assets, such investments pose a risk that the Adviser or individuals who are in a position to control the allocation of investment opportunities to the Adviser's client accounts will favor those private funds in which the Adviser's related persons invest. If this situation materializes, the Adviser will allocate investment opportunities among all clients fairly in the manner consistent with the Adviser's trade allocation policies.

## Item 12. Brokerage Practices

The Adviser will consider a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include the financial stability of the broker; the actual executed price of the security and the broker's commission rates; research (including economic forecasts; investment strategy advice; fundamental and technical advice on individual securities; valuation advice and market analysis); the size and type of transaction; the difficulty of execution and the ability to handle different trades and the operational facilities of the brokers and/or dealers involved (including back office efficiency). In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice in all instances to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Adviser will periodically evaluate the broker-dealers being used to execute client trades using the foregoing factors.

The Adviser may receive research or other products or services other than execution from a broker-dealer in connection with client securities transactions. This is known as a "soft dollar" relationship. The Adviser will limit the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended ("Section 28(e)"). The Adviser will periodically review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. The Adviser has no "soft dollar" arrangements where a broker-dealer makes direct payments to third party vendors for research or services received by the Adviser.

From time to time the Adviser may participate in capital introduction programs arranged by broker-dealers, including the firm that serves as the prime broker to the private funds managed by the Adviser or refer these private funds as a potential investment to clients. The Adviser may place client portfolio transactions with firms who have made such recommendations or provided capital introduction opportunities, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer as a means of remuneration for recommending the Adviser or any other product managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs. In addition, the Adviser notes that a subsidiary of one of two prime brokers currently utilized by the Adviser has a minority ownership interest in MT, an affiliate of the Adviser (see Item 10 for more information about MT's affiliation with the Adviser). There is a conflict that this relationship may influence the Adviser to direct custodial and/or brokerage services to this entity. The Adviser seeks to mitigate this conflict of interest by subjecting the prime broker to its ongoing best-execution policies and procedures.

To the extent that the Adviser retains multiple clients with separate portfolios, the Adviser expects to aggregate and allocate client orders in a manner that the Adviser determines is fair and equitable to all clients in accordance with each client's investment objective. When determining the allocation amongst clients, The Adviser will consider the need to rebalance/resize investments within client portfolios, client investment restrictions and other legal, regulatory, tax, accounting, business or practical reasons. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice.

**Item 13. Review of Accounts**

The Client account is reviewed by the Adviser's investment professionals several times a day. Matters reviewed include adherence to risk limits and investment guidelines. Additionally, the performance of the Client account is reviewed daily.

A Client's investors receive reports from the Client pursuant to the terms of each Client's offering memoranda or as otherwise described in the offering document of the Client.

**Item 14. Client Referrals and Other Compensation**

The Adviser will not receive economic benefits from non-clients for providing investment advice and other advisory services.

Neither the Adviser nor any of its related persons directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals.

## **Item 15. Custody**

An affiliate of the Adviser is deemed to have custody of the pooled investment vehicle Clients due to serving as the general partner. As such, the Adviser seeks to comply with Rule 260(4)-2 under the Investment Advisers Act of 1940, as amended (the “Custody Rule”). Client assets are held with a “qualified custodian” as required under the Custody Rule. The Adviser arranges for each Client’s financial statements to be prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and audited at least annually by an independent public accountant that is registered with, and subject to regular inspection as of the commencement of the professional engagement period, and as of each calendar year-end, by, the Public Company Accounting Oversight Board in accordance with its rules. The Adviser makes those audited financial statements available to all investors in the Clients within 120 days of the end of the Client’s fiscal year.



**Item 16. Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to Clients.

Prior to assuming full discretion in managing a Client's assets, the Adviser will enter into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

The Adviser will have the authority to determine (i) the securities to be purchased and sold for the Client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines), and (ii) the amount of securities to be purchased or sold for the Client account.

#### **Item 17. Voting Client Securities**

The Adviser will generally not vote proxies on behalf of its Clients. The Adviser believes the trading frequency and corresponding relatively shorter holding periods, frequently changing positions sizes and changing position directionality of the Client portfolios as a result of Adviser's trading strategies significantly reduces the importance and usefulness of the proxies it receives.

However, to the extent the Adviser has been delegated proxy voting authority on behalf of its Clients and chooses to vote, the Adviser will comply with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to Client securities, such proxies are voted in the best interests of its clients.

Generally, the fund investors are not permitted to direct their votes in a particular solicitation.

If a material conflict of interest between the Adviser and a Client exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the Client or take some other appropriate action.

Clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a Client's proxies by contacting Vandana Jain by email at [vandana@mana-partners.com](mailto:vandana@mana-partners.com) or by telephone at (646) 813-1234.

**Item 18. Financial Information**

The Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. The Adviser has not been the subject of a bankruptcy proceeding at any time during the past ten years.

**Item 19. Requirements for State-Registered Advisers**

The Item is not applicable.