

# Form ADV Part 2A

## Item 1 - Cover Page

### ClariVest Asset Management LLC

3611 Valley Centre Drive, Suite 100  
San Diego, CA 92130  
858-480-2440 (phone)  
858-480-2441 (fax)  
info@clarivest.com  
[www.clarivest.com](http://www.clarivest.com)

December 23, 2021

This brochure provides information about the qualifications and business practices of ClariVest Asset Management LLC. If you have any questions about the contents of this brochure, please contact us at 858-480-2440 and/or info@clarivest.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Please note that registration does not imply a certain level of skill or training.

## Item 2 - **Material Changes**

ClariVest's amended Brochure, dated December 23, 2021, reflects the material changes since our last update, December 23, 2020.

ClariVest has experienced the following material changes:

ClariVest removed the Global Growth and the Emerging Markets Socially Responsible strategies from our list of offerings.

ClariVest has not made any other material changes to our brochure since the previous update on December 23, 2020.

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## Item 4 - Advisory Business

ClariVest Asset Management LLC (“ClariVest”) is a Delaware limited liability company formed in 2006. The firm became registered as an investment adviser with the SEC on March 9, 2006.

Effective April 1, 2019, ClariVest is wholly-owned by Eagle Asset Management. Eagle is wholly-owned by Carillon Tower Advisors, which is in turn wholly-owned by Raymond James Financial, Inc.

ClariVest uses a fundamentally based, bottom-up investment strategy. The firm utilizes a number of different quantitative tools to facilitate the investment process. Please refer to Item 8 for additional information regarding ClariVest’s investment strategy. ClariVest primarily manages domestic, international, and global equity portfolios although we may provide advice with respect to options on equities in the Micro Market Neutral product. The market-capitalization spectrum of these portfolios ranges from micro-cap to large-cap. The portfolios also vary in style from growth to core to value. ClariVest’s products include:

### U.S. Domestic Equity Strategies

- Micro Cap Core
- Small Cap Growth
- Small Cap Core
- Small Cap Value
- SMID Cap Growth
- Mid Cap Growth
- Large Cap Growth
- Large Cap Core
- Large Cap Value
- Micro Market Neutral-All

### International & Global Equity Strategies

- International Core
- International Small Cap
- Emerging Markets
- Emerging Markets Small
- Global
- Global Small
- All-Canada
- All-China
- All-Australia

When a client grants ClariVest investment and brokerage discretion, ClariVest will have authority to determine without specific client consent the (1) securities to be bought and sold; (2) the amount of securities to be bought and sold; (3) the broker or dealer to be used; and (4) the commissions to be paid.

Generally, ClariVest manages client portfolios on a fully discretionary basis in accordance with the methods described in Item 8 but our advisory services may be tailored to the individual needs of clients. Client imposed restrictions may exclude investment in certain types of securities, such as ETFs, client affiliates, or publicly traded partnerships. Finally, a client may restrict the degree to which our holdings can vary from the holdings of a specified benchmark. Client imposed restrictions must be submitted in writing to ClariVest and will usually be incorporated into the investment management agreement. Please note that client restrictions may affect ClariVest’s ability to perform our stated investment strategy and, therefore, your investment performance may deviate from the performance of other clients managed in accordance with the same stated strategy.

**Collective Investment Trust**

ClariVest manages Employee Retirement Income Security Act of 1974, as amended, (“ERISA”) assets in the ClariVest Emerging Markets Equity Collective Fund (“CIT”). The CIT is bank maintained and not registered with the Securities and Exchange Commission. The CIT is not a mutual fund registered under the Investment Company Act of 1940, as amended, (“1940 Act”) or other applicable law, and unit holders are not entitled to the protections of the 1940 Act. The regulations applicable to the CIT are different from those applicable to a mutual fund. The CIT’s units are not securities registered under the Securities Act of 1933, as amended or applicable securities laws of any state or other jurisdiction.

ClariVest may also periodically provide model portfolios to “Directed Clients.” These model portfolios are not traded by ClariVest, but are traded at the Directed Client’s discretion. Unless otherwise agreed to by the clients in the same strategy, non-directed client accounts in that same strategy will trade first, followed by Directed Client accounts. Typically, this is achieved by sending a model portfolio periodically to the directed account, which model will reflect only fully invested positions (defined as a completed new set of weights).

ClariVest does not participate in any wrap fee programs.

As of September 30, 2021, ClariVest managed approximately \$4,145,143,000 on a discretionary basis and \$0 on a non-discretionary basis.

## Item 5 - Fees and Comp

Generally, fees are calculated as a percentage of assets under management. Fees are usually payable quarterly in arrears based on the average fair market value of the account as of the last day of each month during the quarter. The standard fee schedule for each product is:

### U.S. Domestic Equity Strategies

<i>Micro Cap Core</i> First \$25,000,000      1.00% Over \$25,000,000      0.80%	<i>Mid Cap Growth</i> First \$25,000,000      0.65% Next \$25,000,000      0.55% Next \$50,000,000      0.45% Over \$100,000,000      negotiable
<i>Small Cap Growth, Small Cap Core and Small Cap Value</i> First \$25,000,000      0.85% Next \$50,000,000      0.75% Over \$75,000,000      0.70%	<i>Large Cap Growth</i> First \$100,000,000      0.55% Over \$100,000,000      negotiable
<i>SMID Cap Growth</i> First \$25,000,000      0.75% Next \$50,000,000      0.65% Over \$75,000,000      0.55%	<i>Large Cap Core and Large Cap Value</i> First \$25,000,000      0.50% Next \$25,000,000      0.40% Over \$50,000,000      negotiable
	<i>Micro Market Neutral-All</i> All Assets      2.00% 20% performance fee (payable annually in arrears)

### International & Global Equity Strategies

<i>International Core</i> First \$50,000,000      0.60% Next \$50,000,000      0.50% Over \$100,000,000      negotiable	<i>Global</i> First \$100,000,000      0.50% Next \$50,000,000      0.45% Over \$150,000,000      negotiable
<i>International Small Cap</i> All Assets      0.75%	<i>Global Small</i> All Assets      0.75%
<i>Emerging Markets</i> First \$50,000,000      0.90% Next \$50,000,000      0.80% Over \$100,000,000      negotiable	<i>All-Australia</i> All Assets      0.30%
<i>Emerging Markets Small</i> First \$50,000,000      0.90% Over \$50,000,000      0.75%	<i>All-Canada</i> First \$50,000,000      0.65% Next \$50,000,000      0.55% Over \$100,000,000      0.50%
	<i>All-China</i> All Assets      0.75%

Certain clients may have different fee arrangements. For example, fees may be negotiated or modified based on special circumstances such as:

- the nature and size of the client relationship,
- services provided to the client, or
- the imposition of restrictions on the account.

ClariVest may also provide certain clients with an appropriate fee adjustment for multiple products under management.

In addition to the normal fee schedule presented above, ClariVest may negotiate performance or incentive fee arrangements with Qualified Clients in which ClariVest would participate in a portion of the profits resulting from the managed account. All such arrangements are pursuant to specific written agreements. Please see Item 6 – Performance-Based Fees and Side-by-Side Management for additional information.

ClariVest typically bills our clients for fees on a quarterly basis, with the exception of performance-based fees which vary. ClariVest does not deduct fees from clients' assets and clients do not prepay fees.

In addition to ClariVest's advisory fees, our clients can expect to pay other fees and/or expenses, including those charged by their custodians and imposed by broker-dealers. Such fees may include but are not limited to:

- Custodian Fees
- Brokerage Fees
- Taxes
- Transaction Costs

Each client account is responsible for its own costs and expenses as provided in each client agreement, including trading costs and expenses (such as brokerage commissions, expenses related to short sales, and clearing and settlement charges). ClariVest generally bears its own operating, general, administrative and overhead costs and expenses.

Please see the Item 12 – Brokerage Practices for additional information regarding ClariVest's brokerage practices.

ClariVest's standard investment management agreement provides that it may be terminated by either party at any time with thirty days written notice, and that fees will be prorated through the date of termination and any earned, unpaid fees will be due and payable at the time the account is closed. ClariVest reserves the right to negotiate with the client other methods of determining the final account valuation method.

ClariVest and our supervised persons do not receive compensation for the sale of securities or other investment products, including asset-based sales charges, distribution or service fees from the sale of mutual funds.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 (ERISA) and that invests in an investment limited liability company of which ClariVest is Manager, to use the "alternative reporting option" to report ClariVest's compensation as "eligible indirect compensation" on the Schedule C of the plan's Form 5500 Annual Return/Report of Employee Benefit Plan.

## **Item 6 - Performance-Based Fees & Side-by-Side Management**

ClariVest accepts performance-based fees from Qualified Clients. ClariVest and certain of our supervised persons manage both accounts that pay a performance-based fee and accounts that pay an asset-based fee.

This side-by-side management of performance-based fee accounts and asset-based fee accounts may present a conflict of interest. For example, ClariVest could have an incentive to favor accounts for which we receive performance-based fees by allocating profitable trades to the performance-based fee accounts. To minimize this conflict of interest, allocations are formulated before the trade, and Compliance reviews reports to ensure that accounts receive their pro-rata share of the filled trades based on those allocations. Also, with respect to accounts which are in the same composite, the accounts are managed using the same investment process.

Where ClariVest is managing asset-based fee client accounts in the same composite as performance-based fee client accounts, orders for the same security in that composite will generally be aggregated (i.e., blocked or bunched) across all accounts, subject to the aggregation being in the best interests of all participating accounts. This will help to ensure that all accounts are receiving the same average price and paying the same commission rates on these trades. In order to confirm compliance with the foregoing, on a quarterly basis, Compliance will conduct forensic testing on ClariVest's trade blotter. Compliance seeks to identify any trade by the performance-based fee account that was not blocked with the other client accounts in that composite, and will review trading for the 2 business days prior and 2 business days following to determine if that same security was trading in the other accounts in that composite. If there was a prior or subsequent trade of the same security, Compliance will discuss with the relevant members of the portfolio management team and will document the reasoning (for example, if there was an unexpected flow into an account) and take appropriate corrective action if necessary. ClariVest's Compliance Department also conducts a dispersion study of the returns within a particular composite where the composite includes performance-based fee accounts.



## Item 7 - Types of clients

ClariVest generally provides advisory services to a variety of clients, including:

- institutional investors,
- pension and profit-sharing plans,
- investment companies and other pooled vehicles (such as limited partnerships and funds registered outside the U.S.),
- corporations,
- state and municipal government entities,
- trusts,
- seed accounts and
- charitable organizations.

The minimum account size for portfolio management services is set forth below, although ClariVest may waive these minimums at its discretion for business reasons and other considerations:

### U.S. Domestic Equity Strategies

All Micro, Small, SMID, Mid, and Large Cap Long Only Strategies - \$10 million

Micro Market Neutral-All - \$25 million

### International & Global Equity Strategies

International Core - \$10 million

International Small Cap - \$10 million

Emerging Markets and Emerging Markets

Small - \$20 million

Global and Global Small - \$10 million

All-Canada - \$10 million

All-China - \$10 million

All-Australia - \$10 million

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

ClariVest's investment style/process is most accurately described as behavioral. We believe that investor behavior, others as well as our own, is the medium through which all information must flow as it is impounded into price. Our philosophy focuses on identifying optimal entry and exit points within companies' fundamental cycles via a behaviorally based separation between expectations and recent fundamentals. This separation occurs when investors are faced with changing fundamentals, yet heuristically anchor expectations to historical or cross-sectional stereotypes or norms. We also pay attention to our own biases. We seek to minimize endowment and disposition affects by spurning the establishment of best ideas, price targets, and holding periods. We seek to maintain consistent and objective preferences (i.e. style and risk integrity) via a host of quantitative tools that we use to consistently nudge our decision-making towards objectivity – and away from our own behaviorally based biases. This process bounds the decision context in which our long-serving investment professionals exercise their experience driven intuition. Regardless of final investment decisions, the process minimizes the influence of our own behaviorally based biases and allows us to maintain both style and risk integrity.

### Investment Strategy

ClariVest employs a strategy of identifying and investing in the securities of firms entering or attempting to extend a fundamental growth cycle. We manage this strategy by marrying it with a disciplined approach to portfolio construction.

The inefficiencies that we try to capture are:

- We believe mispricing arises from the undue influence of multiple emotional biases that occur in the face of uncertainty.
- We focus on the uncertainty surrounding a company's ability to successfully enter or extend an earnings growth cycle, seeking to take advantage as corresponding investor cynicism about this ability declines from elevated levels.
- Our process is built on a strategic research platform identifying the characteristics most commonly found among companies at this stage of their growth cycle.
- We form portfolios through risk-aware investments in those companies which most closely reflect these characteristics.
- In aggregate, each portfolio represents a diverse cross-section of the market and reflects our view of an optimal investment in this excess return opportunity.

Our investment begins with a bottom-up fundamentally based philosophy regarding the type of company we are looking to invest in. We institutionalize this fundamentally-based philosophy utilizing a proprietary quantitative process that focuses on narrowing the relevant universe to a theoretically optimal set of proposed investment decisions. We then address the specificity problem through traditional work that focuses on excluding those "optimal" investment decisions that we view as having been misidentified by the institutionalized process.

This common investment philosophy underlies all of the investment disciplines that the firm manages.

### Investment Process

We begin our stock selection process by profiling every stock in the investable universe along dimensions that reflect our focus on companies entering or seeking to extend a fundamental growth cycle. Broadly speaking, this process is designed to evaluate each company's potential for future fundamental innovation, technical leadership, and cycle persistence through an examination of current attributes such as earnings growth, valuation, cash generation, management behavior, market feedback, and competitive environment.

The small subset of highly rated stocks that make it through our initial profiling are then evaluated for "fit" within our disciplined and rigorous portfolio construction process. In this stage, we introduce the idea of risk into our investment decision. We evaluate company risk both in terms of risk specific to that security, as well as risk it may have in common with other stocks we currently hold or that are within the pool of potential purchases. The goal of this process is a proposed portfolio that: 1) maximizes our exposure to companies that reflect our investment philosophy; while, 2) controlling at a manageable level the position we are taking in such companies and minimizing uncompensated risks that can make their way into the portfolio.

The proposed portfolio and the accompanying suggested trade list are then subjected to fundamental review from our experienced team of portfolio managers and analysts. The review is designed as a "thesis development" at both the security and the portfolio level. Through this process we seek to ensure that: 1) new purchases are both prudent and consistent with our overall philosophy; 2) the final portfolio, in aggregate reflects our core investment philosophy; and, 3) in making these investments the portfolio continues to exhibit an appropriate level of risk.

Other tools include:

- FactSet – portfolio analysis, modeling, news, and data
- Bloomberg – portfolio analysis, modeling, news, and data
- Axioma – portfolio optimization, analysis, and back testing
- Charles River Trading System – complete order management system and investment guideline monitoring
- QA Direct – data portal
- SAS – statistical programming language
- Newport Trading System – real-time trade monitoring and trade execution platform
- Pre-trade Cost Estimate Models – trading cost measurement and performance
- In-house customized tools – monitor models and performance, position trim/add ideas, etc.

Sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, filings with the Securities and Exchange Commission and company press releases.

Unless otherwise prohibited by a client, ClariVest invests in and trades securities, consisting principally, but not solely, of equity securities (including ADRs, GDR, and EDRs). ClariVest also may invest in options, preferred stocks, convertible securities, warrants, rights, private securities, money market instruments, short-term debt securities, cash and cash equivalents and non-U.S. currencies. ClariVest may invest in exchange traded funds ("ETFs") to equitize cash positions, seek exposure to certain markets or market sectors and to hedge against certain market movements.

ClariVest's investment strategy includes long term purchases (securities held at least a year), short term purchases (securities sold within a year) and trading (securities sold within 30 days).

ClariVest's market neutral strategies also include short sales and margin transactions.

Securities in ClariVest's domestic equity portfolios are primarily selected from investment universes that include all companies traded on US exchanges within the market capitalization ranges of the appropriate indices for each strategy as follows:

<b>Product</b>	<b>Index</b>
ClariVest Micro Cap Core	Russell Microcap Index
ClariVest Small Cap Growth	Russell 2000 Growth Index
ClariVest Small Cap Core	Russell 2000 Index
ClariVest Small Cap Value	Russell 2000 Value Index
ClariVest SMID Cap Growth	Russell 2500 Growth Index
ClariVest Mid Cap Growth	Russell Mid Cap Growth Index
ClariVest Large Cap Growth	Russell 1000 Growth Index
ClariVest Large Cap Core	Russell 1000 Index
ClariVest Large Cap Value	Russell 1000 Value Index

The Micro Market Neutral-All portfolio contains both long and short positions of equities, or derivatives of equities, in the micro and small capitalization range.

Securities in ClariVest's International Core portfolio are primarily selected from investment universes consisting of stocks traded in all countries represented in the MSCI EAFE Index.

Securities in ClariVest's International Small Cap portfolio are primarily selected from investment universes consisting of stocks traded in all countries represented in the MSCI World Ex-US Small Index.

Securities in ClariVest's Emerging Markets portfolio are primarily selected from investment universes consisting of stocks traded in all countries represented in the MSCI Emerging Markets Index.

Securities in ClariVest's Emerging Markets Small portfolio are primarily selected from investment universes consisting of stocks traded in all countries represented in the MSCI Emerging Markets Small Cap Index.

Securities in ClariVest's Global portfolio are primarily selected from investment universes consisting of stocks traded in all countries represented in the MSCI World Index.

Securities in ClariVest's Global Small portfolio are primarily selected from investment universes consisting of stocks traded in all countries represented in the MSCI World Small Cap Index

Securities in ClariVest's All-Australia portfolio are primarily selected from investment universes consisting of stocks traded in Australia.

Securities in ClariVest's All-Canada portfolio are primarily selected from investment universes consisting of stocks traded in Canada.

Securities in ClariVest's All-China portfolio are selected from investment universes consisting of stocks and ADRs of companies located in the China region (China, Hong Kong and Taiwan), and stocks represented in the MSCI China Index.

## Risks

ClariVest's investment strategy is based on capturing the return potential created as investors react inefficiently to potentially significant shifts in a company's fundamental growth cycle. However, investing in securities involves risk of loss that a client should be prepared to bear, as there is no guarantee that ClariVest will achieve its goal. ClariVest's decisions about individual securities, the markets, or the overall economy may not be accurate. If actual security performance, market movements or economic conditions are different then these decisions may affect the performance of your account. In fact, you could lose a substantial portion of your investment with ClariVest. Investments managed by ClariVest are not insured or guaranteed by the FDIC or any government agency.

Below is only a brief summary of some of the risks that a client or an investor may encounter. You should consult with your professional advisers before deciding whether to establish a client account or invest in a fund sponsored by ClariVest. Potential investors in a fund sponsored by ClariVest should review its offering circular carefully and in its entirety.

ClariVest's investment approach may be contrary to general investment opinion at times or otherwise fail to produce the desired results. Either of these could cause client accounts to underperform other investment options that also seek long-term capital appreciation.

Only clients seeking long-term capital appreciation who can withstand the volatility of equity investing should invest with ClariVest. Notwithstanding ClariVest's long-term investment focus, our overall strategy does include short term purchases (securities sold within a year) and trading (securities sold within a month). These may result in higher transaction costs or short-term volatility than would a strategy that only involved long term purchases.

Our market neutral product involves short sales and margin transactions. While the risk of loss with an equity holding is typically limited to the amount invested, the risk of loss in a short sale may be unlimited as the price of the applicable security rises.

The attorneys who represent ClariVest do not represent clients or investors. Clients and investors must hire their own counsel for legal advice and representation.

## *Equity Risks*

ClariVest invests in equity securities, including:

- publicly issued equity securities,
- common stocks,
- preferred stocks, and
- instruments that attempt to track the price movement of equity indices.

Equity securities are subject to the risk that stock prices will fall over short or long periods of time. In the past, the equity markets have moved in cycles, and the value of a client's equity securities may fluctuate drastically from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of these companies'

securities may decline in response. These factors contribute to price volatility, which is the principal risk of investing with ClariVest.

In addition, common stocks represent a share of ownership in a company, and in the event of bankruptcy they rank after bonds and preferred stock in their claim on the company's assets.

#### *Growth Stock Risks*

A principal risk of growth stocks is that investors expect growth companies to increase their earnings at a certain rate that is generally higher than the rate expected for non-growth companies. If a growth company does not meet these expectations, the price of its stock may decline significantly, even if it has increased earnings. Growth companies also typically do not pay dividends. Companies that pay dividends often experience less significant stock price declines during market downturns.

#### *Cap-size Risks*

The small and mid capitalization companies that certain ClariVest products invest in may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small and midcap companies may have limited product lines, markets and financial resources. Therefore, small and midcap stocks may be more volatile than those of larger companies. These securities may be traded over-the-counter or listed on an exchange.

#### *Foreign Investing Risks*

Investing in foreign securities poses additional market risks since political and economic events unique in a country or region will affect those markets and their issuers. These political and economic events may include:

- nationalization of a company or industry;
- political unrest; and
- diplomatic issues.

These events will not necessarily affect the U.S. economy or similar issues located in the United States. As a result, investments in foreign securities may experience greater volatility than U.S. securities.

In addition, foreign companies (and securities) are typically not subject to the same degree of regulation as U.S. companies (and securities). These regulations are often directed at investor protection. As a result, there is an increased risk of volatility, and even that the value of an investment will go to zero.

#### *Currency Risks*

Foreign securities are typically denominated in a local (foreign) currency and not the U.S. dollar. As a result, changes in the value of those currencies compared to the U.S. dollar may affect (positively or negatively) the value of a client's investments. These currency movements may happen separately from, or in response to, events that do not otherwise affect the value of the security. Currency fluctuations may occur for a number of reasons, including:

- changes in interest rates,
- intervention (or the failure to intervene) by U.S. or foreign governments, central banks or supranational entities such as the International Monetary Fund,
- the imposition of currency controls, or
- other political developments in the U.S. or abroad.

As a result, a client's investments in foreign currency denominated securities may reduce its returns.

*Turnover Risks*

Turnover rates may be high – upwards of 200% for certain products. High portfolio turnover rates can negatively affect performance, as a result of:

- increased brokerage;
- higher transaction costs and other expenses;
- higher net taxable gain.

The above is only a brief summary of some of the important risks that a client or an investor may encounter.

## Item 9 - **Disciplinary Information**

ClariVest and our management personnel are not currently, nor have they been, party to any legal or disciplinary events that we are required to report.



## Item 10 - Other Financial Industry Activities and Affiliations

ClariVest is retained by other investment advisers to act as a sub-adviser with respect to certain clients. These relationships do not create a unique or material conflict of interest with other clients.

ClariVest's owner is Eagle Asset Management, Inc., an investment adviser registered with the Securities and Exchange Commission. Eagle is a subsidiary of Carillon Tower Advisers, Inc. ("Carillon"). Carillon is an SEC registered investment adviser. Carillon provides advisory services to private Hedge Funds and the Carillon family of mutual funds (collectively "the funds") by employing affiliated investment advisers to manage the Funds under a sub-advisory arrangement. Carillon does not contract directly with retail or institutional clients in providing portfolio management services. Carillon's strategy is to be a service provider to affiliated investment advisers allowing them to utilize Carillon's global product distribution, operations, and technology to enhance their growth and capabilities. Certain Eagle employees are also employees of Carillon.

ClariVest entered into a Sales, Marketing and Client Services Agreement with Carillon, to act as a solicitor on ClariVest's behalf, whereby Carillon introduces prospective investment advisory clients to ClariVest. Please see Item 14 – Client Referrals and Other Compensation for more details.

In 2021, ClariVest transitioned its back-office operations from BNY Mellon to Carillon. Services provided include portfolio accounting and performance measurement. They hold all books and records related to these functions.

ClariVest has a service agreement with Eagle/Carillon for sharing personnel and expenses. Members of ClariVest's investment team and marketing/client service team are dual employees of ClariVest and Eagle/Carillon. As dual employees, these individuals perform services for both ClariVest and Eagle/Carillon. When they are performing services for ClariVest and its clients, these employees are subject to the supervision and control of ClariVest. When they are performing services for Eagle/Carillon and its clients, these employees are subject to the supervision and control of Eagle/Carillon.

In performing services for Eagle/Carillon and its clients, the investment team's dual employees will be using property of ClariVest, including our investment processes, to manage certain products of Eagle/Carillon. ClariVest has approved of this use of our property, and will receive compensation from Eagle/Carillon in connection therewith.

ClariVest and Eagle have entered into a relationship whereby certain ClariVest employees are dual-hatted as Eagle/Carillon employees. As Eagle/Carillon employees, certain of these individuals are permitted to use ClariVest's resources to create certain Eagle/Carillon implementations of corresponding ClariVest composites. The Eagle/Carillon models are designed to be a reflection of the corresponding ClariVest composite, subject to different parameters such as lower turnover, position size restrictions, etc. ClariVest has adopted policies and procedures as set forth in our Compliance Manual that seek to maintain the integrity of these Eagle/Carillon models as an implementation of their corresponding ClariVest composite, while minimizing potential conflicts of interest between Eagle/Carillon's implementation of that model and ClariVest's corresponding composite.

Since the Eagle/Carillon models are derived from a ClariVest composite, the Eagle/Carillon model will not typically move into a stock first, but may trade contemporaneously with the corresponding ClariVest composite. Because of the unique parameters of the Eagle/Carillon model, a stock held in the ClariVest composite may or may not be subsequently purchased in the Eagle/Carillon model. If the Eagle/Carillon model does move into a stock proximately after the ClariVest composite, there is a possibility that the Eagle/Carillon model could bear the market impact. Consequently, if trades are to occur on the same day in the ClariVest composite and Eagle/Carillon model, they will be traded contemporaneously, and the volume will be shared proportionately between the accounts. An exception to this requirement for contemporaneous trading would be trading required as a result of a flow of funds into, or out of, an account. Because flows are unexpected and are typically traded differently than a rebalance, these trades are not required to be traded contemporaneously with other trades.

In addition to the Eagle/Carillon implementations of ClariVest composites described above, the dual-hatted employees are permitted to use ClariVest's resources to create certain Eagle/Carillon ADR models. These models are ADR versions of the process used to create certain ClariVest composites. However, given the models' restriction to an ADR-only universe, they do not directly correspond to a ClariVest composite. This means that the Eagle/Carillon ADR models will typically be trading different securities (ADRs vs. local shares) at different times (U.S. market hours vs. local market hours) than ClariVest's composites in the same market space. Notwithstanding these differences, if both the Eagle/Carillon ADR model and ClariVest composite in the same market space do happen to trade the same ADR on the same day, they will trade them contemporaneously and the volume will be shared proportionately between the accounts. An exception to this requirement for contemporaneous trading would be trading required as a result of a flow of funds into, or out of, an account. Because flows are generally unexpected and are typically traded differently than a rebalance, these trades are not required to be traded contemporaneously with other trades.

Carillon Tower Advisers, Inc. is a subsidiary of Raymond James Financial, Inc. (NYSE-RJF), a publicly owned company. RJF is a diversified financial services bank holding company whose subsidiaries engage primarily in securities brokerage, investment banking, asset management, and banking services. Its three principal wholly owned broker-dealer subsidiaries are Raymond James & Associates, Inc. (RJA), Raymond James Financial Services, Inc. (RJFS), Raymond James Limited.

ClariVest has entered into investment management agreements with certain employees of RJF, Carillon, Eagle, and/or ClariVest whereby ClariVest manages certain seed portfolios for these individuals in ClariVest products.

ClariVest also entered into a Memorandum of Agreement with Raymond James Financial Services Advisors, Inc. (RJFSA), which is a wholly-owned subsidiary of RJF. Pursuant to the agreement, ClariVest has retained RJFSA to act as a solicitor on ClariVest's behalf, whereby RJFSA introduces prospective investment advisory clients to ClariVest. Please see Item 14 – Client Referrals and Other Compensation for more details.

RJF's four principal wholly-owned broker-dealer subsidiaries are Raymond James & Associates, Inc. (RJA), Raymond James Financial Services, Inc. (RJFS), Raymond James Limited and Morgan Keegan & Company, Inc. (MK). ClariVest does not trade with these broker-dealers.

RJA engages in investment banking activities and may work with companies that issue securities ClariVest may be trading. Since Eagle and RJA are affiliates, this may appear to be a conflict of interest. The potential conflict of interest is mitigated by RJA's "Chinese Wall" policies and procedures which prevent information from being disseminated to parties outside the Investment Banking division. In addition to RJA's Chinese Wall procedures, ClariVest has insider trading policies and procedures which are designed to prevent and detect any misuse of non-public information.

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

ClariVest has adopted a Code of Ethics, as required by Rule 204A-1 of the Investment Advisers Act of 1940, which establishes standards of business conduct for ClariVest Employees (as defined in the Compliance Manual). The Code requires all Employees to avoid actual or potential conflicts of interest and to comply with applicable state and federal securities laws. The Code also addresses the restrictions on personal securities transactions for Access Persons.

ClariVest has adopted a policy prohibiting employees from trading in publicly-traded Reportable Securities that are equities or derivatives of equities, with limited exceptions including:

- ETFs and derivatives of ETFs,
- ownership as a result of employer sponsored compensation programs,
- participation in an employer's qualified retirement plan,
- the sale of publicly-traded securities which were owned when the employee was hired (with prior approval from Compliance), and
- accounts managed by an un-affiliated third party, subject to certain review and approval requirements.

Among other things, in certain cases with prior approval, employees are permitted to invest in:

- mutual funds, including mutual funds advised or sub-advised by ClariVest,
- pooled vehicles, including pooled vehicles advised or sub-advised by ClariVest,
- ETFs and derivatives of ETFs,
- privately held Reportable Securities, and
- publicly held Reportable Securities that are not equities or derivatives of equities (such as municipal bonds, etc.).

Compliance personnel review personal trading reports or brokerage statements of employees with respect to holdings in Reportable Securities.

From time to time, ClariVest may also manage (or otherwise sub-advise) seed portfolios, mutual funds, separate accounts and/or pooled vehicles on behalf of ClariVest, an affiliate, or an employee of affiliate in various products (hereafter referred to as "related accounts"). With pre-approval, ClariVest employees may invest in such related accounts. The securities held in related accounts may overlap with client accounts. ClariVest may also trade securities in related accounts while concurrently trading the same security in client accounts.

This overlap between related accounts and client accounts could present a conflict of interest. For example, a conflict could arise where a manager would enter trades for related accounts first or allocate profitable trades to the related accounts. In order to minimize conflicts of interest, once there is a client account funded into a product, the seed account in that product is usually closed. Seed accounts are typically relatively small in size, which minimizes the market impact caused by their trading. Additionally, allocations are formulated before the trade is executed, and Compliance reviews reports to ensure that accounts receive their pro-rata share of the filled trades based on those allocations. This limits the ability to allocate profitable trades to the seed accounts.

Where related accounts are managed parallel to client accounts in the same strategy, orders for the same security will generally be aggregated (i.e., blocked or bunched) across all accounts, subject to the aggregation being in the best interests of all participating accounts. This will help to ensure that all accounts are receiving the same average price and paying the same commission rates on these trades. In order to confirm compliance with the foregoing, Compliance will conduct quarterly forensic testing on ClariVest's trade blotter. Compliance seeks to identify any trade in a related account that was not blocked with the other client accounts in that composite, and will review trading for the 2 business days prior and 2 business days following to determine if that same security was trading in the other accounts in that composite. If there was a prior or subsequent trade of the same security, Compliance will discuss with the relevant members of the portfolio management team and will document the reasoning (for example, if there was an unexpected flow into an account) and take appropriate corrective action if necessary.

ClariVest will provide a copy of the Code of Ethics to any client or prospective client upon request.

## Item 12 - Brokerage Practices

### Best Execution

ClariVest always seeks best execution for client securities transactions. ClariVest maintains a process to ensure it is seeking to execute client transactions under the most favorable terms given the circumstances and that we have made a good faith determination that the commissions paid are reasonable in relation to the value of the services provided. All broker-dealers in use are unaffiliated with ClariVest. ClariVest considers the full range and quality of the broker-dealer's service in selecting broker-dealers to meet best execution obligations, and may not pay the lowest commission rate available. ClariVest evaluates its efforts to seek to obtain best execution on client trades through:

- initial reviews of individual broker-dealers,
- contemporaneous reviews of trading by portfolio managers, and
- quarterly Best Execution Committee meetings (which include the CIOs, CCO and representatives from the Portfolio Management and Operations teams).

Factors considered in the selection of broker-dealers for client transactions include, but are not limited to:

- execution capability,
- commission rate charged,
- broker-dealer's financial responsibility,
- responsiveness to ClariVest,
- the size and the type of transaction,
- the nature and characteristics of the markets for the security to be purchased or sold, including the degree of specialization of the broker-dealer in such markets or securities, and
- the execution efficiency, settlement capability, and financial condition of the firm.

Accordingly, transactions will not always be executed at the lowest available price or commission. To assist the firm in seeking best execution, the Best Execution Committee has completed a rating scheme for each broker-dealer that evaluates various qualitative and quantitative factors, which is then used to assist the Best Execution Committee's analysis of ClariVest's brokerage practices for possible anomalies, potential conflicts or trends.

### Research and other soft dollar benefits

Section 28(e) of the Securities Exchange Act of 1934 provides a "safe harbor" to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of Section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law.

ClariVest will not enter into formal soft dollar commitments/arrangements, written or verbal, explicit or implied, with any broker-dealers. A soft dollar commitment/arrangement is viewed by ClariVest as a commitment, understanding or agreement to pay increased commissions, or direct trades to a broker-dealer, in exchange for the receipt of research. ClariVest may, however, execute transactions for clients with broker-dealers that provided ClariVest with research or brokerage products and services. ClariVest may have an incentive to select or recommend a broker-dealer based on our interest in receiving research or other products or services, rather than on your clients'

interest in receiving most favorable execution. ClariVest has developed a review process to mitigate this conflict.

Research and brokerage products and services received from broker-dealers are supplemental to ClariVest's own research efforts. ClariVest does not separately compensate broker-dealers with hard or soft dollars for such products and services.

Additionally, except as set forth in our gifts and entertainment policy, ClariVest will not accept from a broker-dealer at no cost (or reduced cost) any item which would be ineligible under Section 28(e), unless such item is paid for out of pocket ("hard dollars"). ClariVest maintains a process to ensure that all items received from a broker-dealer that are not paid for with hard dollars are Section 28(e) eligible.

#### Brokerage for client referrals

In no event will ClariVest enter into agreements, express or implied, for selecting a broker-dealer as a means of compensation for recommending us as an investment adviser for prospective or present clients.

#### Directed Brokerage

ClariVest does not routinely recommend, request or require that our clients direct brokerage. ClariVest does not typically participate in directed brokerage arrangements at the request of clients, although this is handled on a case-by-case basis. In the event that a client directs ClariVest to use a particular broker-dealer, it should be understood that under those circumstances the client may not receive certain benefits afforded clients for whom ClariVest does exercise discretion in the selection of broker-dealers. ClariVest will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In a directed brokerage account, the client may pay higher brokerage commissions because ClariVest may not be able to aggregate orders to reduce transaction costs. In addition, the direction of brokerage may cause the client to receive a less favorable price.

#### Trade Aggregation

ClariVest aggregates client orders to the extent the aggregation is in the best interests of all participating clients. Clients participating in an aggregated order participate at the average share price with all transaction costs, including commissions, shared on a pro-rata basis, based on the client's participation in the transaction. Compliance and/or the Chief Operations Officer typically reviews a daily report of any aggregated orders which are allocated at a price other than the average price, and will retain documentation of the justification for any such allocation.

If an aggregated order is filled in its entirety, it is allocated to clients according to the allocation specified by the portfolio manager in the initial allocation. If an order is partially filled, it would be allocated in the best interests of all the clients in the order, taking into account all relevant factors, including:

- the size of each client's allocation,
- odd lots,
- price movement effects on cash requirements,
- clients' liquidity needs and
- previous allocations.

Normally, ClariVest seeks to ensure that accounts will get a pro-rata allocation based on the initial allocation. Compliance typically reviews daily reports of filled orders to ensure that accounts are receiving such a pro-rata allocation. When aggregating orders, ClariVest seeks to avoid favoring any client account over any other client account.

Portfolio Managers will monitor performance dispersion between accounts to ensure no client is systemically disadvantaged by trade allocations. Compliance conducts a separate review of portfolio and composite performance to seek to identify circumstances where investment opportunities were not allocated fairly amongst clients.

#### Side by Side Trading of Seed or Affiliated Accounts

ClariVest may also manage (or otherwise sub-advise) seed portfolios, mutual funds, separate accounts and/or pooled vehicles on behalf of ClariVest, an affiliate, or an employee of affiliate in various products (hereafter referred to as “related accounts”). With pre-approval, ClariVest employees may invest in such related accounts. The securities held in related accounts may overlap with client accounts. ClariVest may also trade securities in related accounts while concurrently trading the same security in client accounts.

This overlap between related accounts and client accounts could present a conflict of interest. For example, a conflict could arise where a manager would enter trades for related accounts first or allocate profitable trades to the related accounts. In order to minimize conflicts of interest, once there is a client account funded into a product, the seed account in that product is usually closed. Seed accounts are typically relatively small in size, which minimizes the market impact caused by their trading. Additionally, allocations are formulated before the trade is executed, and Compliance reviews reports to ensure that accounts receive their pro-rata share of the filled trades based on those allocations. This limits the ability to allocate profitable trades to the seed accounts.

Finally, where related accounts are managed parallel to client accounts in the same strategy, orders for the same security will generally be aggregated (i.e., blocked or bunched) across all accounts, subject to the aggregation being in the best interests of all participating accounts. This will help to ensure that all accounts are receiving the same average price and paying the same commission rates on these trades. In order to confirm compliance with the foregoing, Compliance will conduct quarterly forensic testing on ClariVest's trade blotter. Compliance seeks to identify any trade in a related account that was not blocked with the other client accounts in that composite, and will review trading for the 2 business days prior and 2 business days following to determine if that same security was trading in the other accounts in that composite. If there was a prior or subsequent trade of the same security, Compliance will discuss with the relevant members of the portfolio management team and will document the reasoning (for example, if there was an unexpected flow into an account) and take appropriate corrective action if necessary.

#### Dual Employee Policies

ClariVest and Eagle/Carillon have entered into a relationship whereby certain ClariVest employees are dual-hatted as Eagle/Carillon employees. As Eagle/Carillon employees, certain of these individuals are permitted to use ClariVest's resources to create certain Eagle/Carillon implementations of corresponding ClariVest composites. The Eagle/Carillon models are designed to be a reflection of the corresponding ClariVest composite, subject to different parameters such as lower turnover, position size restrictions, etc. ClariVest has adopted policies and procedures as set forth in our Compliance Manual that seek to maintain the integrity of



these Eagle/Carillon models as an implementation of their corresponding ClariVest composite, while minimizing potential conflicts of interest between Eagle/Carillon's implementation of that model and ClariVest's corresponding composite.

Since the Eagle/Carillon models are derived from a ClariVest composite, the Eagle/Carillon model will not typically move into a stock first, but may trade contemporaneously with the corresponding ClariVest composite. Because of the unique parameters of the Eagle/Carillon model, a stock held in the ClariVest composite may or may not be subsequently purchased in the Eagle/Carillon model. If the Eagle/Carillon model does move into a stock proximately after the ClariVest composite, there is a possibility that the Eagle/Carillon model could bear the market impact. Consequently, if trades are to occur on the same day in the ClariVest composite and Eagle/Carillon model, they will be traded contemporaneously and the volume will be shared proportionately between the accounts. An exception to this requirement for contemporaneous trading would be trading required as a result of a flow of funds into, or out of, an account. Because flows are unexpected and are typically traded differently than a rebalance, these trades are not required to be traded contemporaneously with other trades.

In addition to the Eagle/Carillon implementations of ClariVest composites described above, the dual-hatted employees are permitted to use ClariVest's resources to create an Eagle/Carillon ADR models. These models are ADR versions of the process used to create certain ClariVest composites. However, given the models' restriction to an ADR-only universe, they do not have a directly corresponding ClariVest composite. This means that the Eagle/Carillon ADR models will typically be trading different securities (ADRs vs. local shares) at different times (U.S. market hours vs. local market hours) than ClariVest's composite in the same market space. Notwithstanding these differences, if both the Eagle/Carillon ADR model and ClariVest composite in the same market space do happen to trade the same ADR on the same day, they will trade them contemporaneously and the volume will be shared proportionately between the accounts. An exception to this requirement for contemporaneous trading would be trading required as a result of a flow of funds into, or out of, an account. Because flows are unexpected and are typically traded differently than a rebalance, these trades are not required to be traded contemporaneously with other trades.

#### Trade Error Policy

It is ClariVest's policy that the utmost care is taken in making and implementing investment decisions on behalf of client accounts. If any errors occur, they are to be:

1. reported to the CCO,
2. corrected as soon as practicable, and should the error cause a loss to the client(s) involved, steps will be taken to make the client "whole", and
3. scrutinized carefully with a view toward implementing procedures to prevent or reduce future errors, if necessary.

## Item 13 - Review of accounts

ClariVest periodically reviews client accounts from both an investment management and a compliance perspective.

Generally, Portfolio Managers will rebalance accounts with similar constraints invested in the same product at the same time. The timing for rebalances is at the discretion of the Portfolio Manager. Portfolio Managers may also conduct one-off trading in accounts. One-off trading is usually triggered by market events or changes in the model's outlook on securities. Finally, Portfolio Managers typically review product performance on a daily basis. ClariVest reviews client accounts to evaluate compliance with client guidelines typically on a daily basis. This review is automated by ClariVest's trading system and compliance engine, the Charles River Order Management System. The system generates an on-line alert that details any compliance issues and Compliance reviews the alert to determine if the issues are in fact violations. Should a violation occur, Compliance discusses with the Portfolio Manager and determines the appropriate response based upon the requirements of the client.

ClariVest typically provides monthly reporting to clients. These reports are provided in writing. The reporting includes:

- Performance,
- Asset Summary and Detail by Sector, and
- Transaction Detail.

ClariVest also provides customized reporting to clients based on their unique requests.

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

ClariVest has retained other third part(ies) to act as a solicitor on ClariVest's behalf, whereby such part(ies) introduces prospective investment advisory clients to ClariVest. These solicitors are compensated based upon a percentage of the assets under management by ClariVest (in some cases only with respect to the solicited accounts). These fees are not passed on to ClariVest clients.

Client referral and solicitation arrangements by their nature present an inherent conflict of interest between the adviser and client. As such, ClariVest complies with Rule 206(4)-3 (the Cash Solicitation Rule) under the Investment Advisers Act of 1940. This rule requires, among other things, that ClariVest not compensate any party for client referrals without a written agreement.

## **Item 15 - Custody**

ClariVest is not a broker-dealer and does not typically take possession of client assets. Our client assets are housed at custodians, which are selected by the clients themselves. ClariVest has a limited power of attorney to place trades on the client's behalf. The custodian will typically issue monthly statements directly to clients, while the client's account will be managed by ClariVest. Clients are urged to compare the information in reports they receive from ClariVest with the statements provided by their custodian.

## **Item 16 - Investment Discretion**

ClariVest accepts discretionary authority to manage accounts on behalf of our clients. ClariVest only accepts discretionary authority from a third party pursuant to a written investment management agreement. ClariVest does not maintain custody of client assets, and requires clients to have their own custodial relationship.

Clients may (and do) place a number of restrictions on this authority, including:

- prohibiting holdings in specified securities, such as the client's affiliates,
- prohibiting holdings in types of securities, such as ETFs or limited partnerships,
- establishing a permitted variation between the holdings of the client account and its benchmark, and
- establishing permitted concentrations in types of securities.

Such client-directed restrictions or guidelines must be submitted and agreed to in writing, and are usually incorporated into our investment management agreement.

ClariVest monitors compliance with these restrictions through our trading and compliance system.

## **Item 17 - Voting Client Securities**

Clients may elect to delegate their proxy voting authority to ClariVest. Alternatively, clients may elect to receive and vote their own proxies. In such situations, clients will receive their proxies and other related material directly from their custodian or the company's proxy agent. Should ClariVest receive proxies or related material for clients that wish to receive this material directly, ClariVest will forward this material to the client.

Where ClariVest has authority to vote proxies for a client, it is our policy to vote such proxies in the interest of maximizing value for our clients. We have retained Institutional Shareholder Services ("ISS") as an expert in the proxy voting and corporate governance areas to assist in the due diligence process for making proxy decisions. In an effort to minimize any potential or apparent conflict of interest, ClariVest will generally rely on the recommendation of ISS for proxy voting decisions. A client can direct our vote on a particular ballot if they would like, and ClariVest will vote that client's proxy in accordance with their written instructions.

ClariVest subscribes to the ISS proxy voting service. This browser-based proxy voting system automates the physical paper handling and detailed recordkeeping needs of ClariVest's proxy voting function. ISS also provides independent recommendations with respect to each proxy vote.

As a default, proxies are generally voted by ISS in accordance with ISS recommendations. However, ClariVest retains ultimate decision-making authority with respect to the voting of Client proxies and reserves the right to override ISS recommendations

Our complete proxy voting policy and procedures are in writing and are available for your review upon request. In addition, we maintain a record of all of the proxy votes cast on behalf of our clients, which is also available to clients upon request.

## **Item 18 - Financial Information**

ClariVest has never been the subject of a bankruptcy petition and ClariVest is not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients. However, should ClariVest file for bankruptcy or the members decide to stop operating the company at some future date, ClariVest may no longer be able to meet our contractual commitments to clients.

# Item 19 – Additional Information

## NOTICE OF PRIVACY POLICY

This notice is being provided to you in accordance with the SEC’s rule regarding the privacy of consumer financial information (“Regulation S-P”). Please take the time to read and understand the privacy policies and procedures that we have implemented to safeguard your Non-Public Personal information.

### INFORMATION WE COLLECT

ClariVest Asset Management LLC and the investment funds it manages must collect certain personally identifiable financial information about clients and investors to provide financial services. The personally identifiable financial information that we gather during the normal course of doing business with you may include:

1. information we receive from you on applications or other forms;
2. information about your transactions with us, our affiliates, or others;
3. information collected through an Internet “cookie” (an information collecting device from a web server); and
4. information we receive from a consumer reporting agency.

### INFORMATION WE DISCLOSE

We do not disclose any Non-Public Personal information about our customers, investors or former customers or investors to anyone without the customer’s prior consent, except as permitted or required by law, or as necessary to provide services to you. In accordance with Sections 248.13 through 248.15 of Regulation S-P, we may disclose all of the information we collect, as described above, to certain nonaffiliated third parties such as, but not limited to, brokers, attorneys, accountants, auditors, client and investor service specialists and persons or entities that are assessing our compliance with industry standards. We enter into contractual agreements with all nonaffiliated third parties that prohibit such third parties from disclosing or using the information other than to carry out the purposes for which we disclose the information. We may also disclose such information to certain affiliates to provide marketing or client service services, and our agreements with such affiliates prohibit such affiliates from disclosing or using the information other than to carry out the purposes for which we disclose the information.

### CONFIDENTIALITY AND SECURITY

We restrict access to Non-Public Personal information about you to those Employees and third-party service providers who need to know that information to provide financial products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.