

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



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**This brochure provides information about the qualifications and business practices of 683 Capital Management, LLC (“683 Capital” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact Alan Leibel at 212-554-2379 or by email at [aleibel@683capital.com](mailto:aleibel@683capital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. An investment adviser’s registration with the SEC does not imply a certain level of skill or training. Additional information about 683 Capital is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## MATERIAL CHANGES

683 Capital Management, LLC's ("683 Capital") most recent update to Part 2A of Form ADV was made on March 28, 2020. Since that time, 683 Capital's business activities have not changed materially.

Subsequent to December 31, 2019, the COVID-19 outbreak was declared a pandemic by the World Health Organization. There are direct and indirect economic effects developing for various industries and individual companies throughout the world. 683 Capital will continue to monitor the impact the pandemic may have on its business activities and investments.

Please be aware that other non-material changes were made to the Firm Brochure, which 683 Capital recommends that you read in its entirety.

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## ADVISORY BUSINESS

683 Capital aims to generate superior long-term risk adjusted returns by identifying attractive investment opportunities based on fundamental company and industry-specific research. The majority of investments are made in publicly traded securities, but 683 Capital does also invest in a wide variety of securities and financial instruments, domestic and foreign, of all kinds and descriptions.

With approximately \$1.5 billion of capital under management as of December 31, 2020, 683 Capital currently provides discretionary investment advisory services to three clients (each, a "**Client**", and collectively, "**Clients**").

- 683 Capital Partners, LP, private investment fund formed as a Delaware limited partnership (the "**Master Fund**");

- 683 Capital Partners Offshore, Ltd., its offshore feeder formed in February 2017 as a Cayman Islands exempted company (the “**Offshore Feeder**”). The Offshore Feeder invests all, or substantially all, of its assets in the Master Fund; and
- 683 Maiden Fund LP, launched for a single investor in July 2020.

Investment advisory services provided to each client are tailored to the Client’s specific investment strategy, objectives, limitations, and restrictions, as set forth in each investment advisory agreement, private placement memorandum, and other client constituent document.

In addition, 683 Capital provides non-discretionary investment advice with respect to private funds managed by a third party, unrelated investment manager (the “unaffiliated private funds”). 683 Capital does not currently manage any client assets on a non-discretionary basis.

683 Capital was founded in May 2006 and became an SEC registered investment adviser on February 9, 2012. Ari Zweiman is the managing member and principal owner of 683 Capital and the General Partner.

## **FEES AND COMPENSATION**

### **Compensation**

The relationship between 683 Capital and its Clients is governed by investment advisory agreements and other Client constituent documents. Fees for advisory services are generally not negotiable.

683 Capital receives an asset-based management fee from Investors, which is payable promptly in advance, after the first day of each month, based on the Fund’s net asset value as of the first day of such month. The management fee will be prorated for periods less than a full month. If additional contributions are made to the Fund during the month, the management fee will be prorated and charged at the time of such contribution.

Additionally, subject to a loss carryforward provision, an incentive allocation reflecting a percentage of the net profits (taking into account realized and unrealized gains and losses) in each Investor’s capital account, is applied as of the end of each fiscal year and will be paid to the General Partner. Under the loss carryforward provision, no incentive allocation will be made with respect to a particular Investor for a fiscal year until any net loss previously allocated to the capital account of such Investor has been offset by subsequent net profits. Any such loss carryforward will be subject to reduction for withdrawals on a pro rata basis. In the event an Investor withdraws or is required to retire at any time other than the end of a fiscal year, the incentive allocation will be made with respect to such Investor on the applicable withdrawal or retirement date.

683 Capital (or an affiliate) deducts fees from the Fund’s assets. Advisory Clients do not have the ability to choose to be billed directly for fees incurred.

**Please refer to the fund’s offering documents for a complete understanding of how 683 Capital is compensated and how fees are deducted from Clients’ assets. The information contained herein is a summary only and is qualified in its entirety by the relevant fund documents.**

The compensation schedules with respect to the unaffiliated private funds for which 683 Capital serves as a sub-advisor are set forth in the respective sub-advisory agreements. Generally speaking, a portion of the net investment profits from investments made by each unaffiliated private fund through the sub-advisory relationship is allocated to 683 Capital.

### **Expenses**

The Clients pay all of its organizational expenses, including the expenses of the initial offer and sale of limited partnership interests and shares, as applicable.

Expenses include, but are not limited to, those related to the evaluation, discovery, investigation, development, acquisition, monitoring, management, holding, enhancement, restructuring, or disposition of investments, whether or not consummated. These include, but are not limited to, legal, tax, insurance, accounting (including third-party accounting services), auditing and other professional expenses, a portion of the cost of regulatory filings of the Adviser as they specifically relate to the Master Fund, research expenses, investment expenses such as commissions, custodial fees, bank service fees and other expenses related to the purchase, sale or transmittal of Fund assets; *provided, however*, that 683 Capital will be responsible for and will pay any Client's expenses in excess of a certain agreed upon amount (calculated per annum) of the Client's net assets

683 Capital and the General Partner are responsible for and pay all overhead expenses of an ordinary and recurring nature such as rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures, employee insurance, payroll taxes and compensation of employees. A portion of the foregoing expenses may be paid through the use of "soft dollars".

It should be noted that Investors will indirectly incur brokerage and other transaction costs related to their investment in the Fund. Please refer to the *Brokerage Practices* section herein for a more detailed discussion of 683 Capital's brokerage and "soft dollar" practices.

Each of the parties to the sub-advisory agreements bears its own expenses, as further described in such agreements.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As noted above, 683 Capital and its related general partners charge Clients performance-based fees, which are fees based on a share of income from, capital gains on, or capital appreciation of, such Clients' assets. Furthermore, the General Partner receives performance-based compensation from the unaffiliated private funds for which it serves as a sub-advisor.

It should be noted that the possibility that the General Partner (or any affiliate of 683 Capital) may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for 683 Capital to make investments that are riskier or more speculative than in the absence of such a performance-based fee. Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to the Fund and the risks associated with such performance-based compensation prior to making an investment.

## **TYPES OF CLIENTS**

As noted above, 683 Capital currently provides discretionary investment advisory services to various private funds and serves as sub-advisor to certain unaffiliated private funds. 683 Capital's Clients, including investors therein, include without limitation, pensions funds, insurance companies, foundations, endowments, fund of funds, family offices, and high net worth individuals. All investors in private fund Clients are required to be either "qualified purchasers" or employees who are deemed to be "knowledgeable employees" under the U.S. Investment Company Act of 1940 (as amended, the "**40 Act**").

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

As noted above, 683 Capital's investment objective is to generate superior long-term risk adjusted returns by identifying attractive investment opportunities based on fundamental company and industry specific research.

683 Capital is subject to certain investment strategies, guidelines and/or restrictions with respect to the unaffiliated private funds for which it serves as sub-advisor, which may or may not differ from the summaries set forth in this Item 8. Such clients are advised to refer to their advisory contracts with 683 Capital for details concerning their particular investment.

683 Capital's research process includes reviewing financial documents for a particular company and often related companies, financial modeling, review of legal documents, contact with company managements and other business people. Different companies are examined in different ways depending on the nature of the investment. For instance, a company with negative free cash flow may be considered a very attractive investment if it has assets that can be repurposed to a better use or if it is in the worst part of its cycle and its assets are trading below replacement cost. Extensive examination of balance sheets and historical cash flow statements is an important part of determining such value.

In general, 683 Capital focuses on finding discrepancies between the economic value of a particular business and the price at which that company's shares may be acquired. At times, 683 Capital may focus on related issues such as whether the implied volatility of a company's options is appropriate given the nature of the company's business or anticipated news flow.

Investments are not limited to a particular market capitalization or country, although 683 Capital expects that the majority of investments will tend to be domiciled in English speaking countries (e.g., the United States, Canada, the United Kingdom, Ireland, Australia and India) and expects that the vast majority of investments will have financial statements in English. Areas of particular research focus include spinoffs, holding companies in multiple lines of business, parent-stub trades, companies that can repurpose assets, companies trading below their IPO or secondary offering price ("broken IPOs" and "broken secondaries"), bank demutualizations, and companies emerging from bankruptcy. Many investments may be made outside of these areas of interest as well.

683 Capital intends to run the portfolio at most times significantly net long and mildly leveraged but may at times be underinvested depending on the attractiveness of available opportunities. 683 Capital also reserves the right, when it deems appropriate to use limited amounts of leverage.

An investment in the Fund may be deemed speculative and is not intended as a complete investment program. Investing in the Fund involves significant risk factors and is suitable only for sophisticated persons who can bear the economic risk of the loss of their entire investment, who have a limited need for liquidity in their investment and who meet the conditions set forth in the Fund documents.

All investments present a risk of loss of capital. Supply and demand for securities and other financial instruments change rapidly and are affected by a variety of factors. Such factors include investment-specific price fluctuations as well as macro-economic, market and industry-specific conditions, including, but not limited to, national and international economic conditions, domestic and international financial policies and performance, conditions affecting particular investments (such as the results of operations, financial condition, sales and product lines of corporate issuers), national and international politics, governmental events and changes in interest rates and income tax laws. In addition, events such as political instability, terrorism, natural disasters, and regional and global health epidemics may occur. The Fund may have only limited ability to vary its investment portfolio in response to changing economic, financial, investment and other conditions. No guarantee or representation can be made that the Fund's investment

program will be successful. The market price of securities and other financial instruments owned by the Fund may go up or down, sometimes unpredictably, and investment results may vary substantially.

Clients and investors should carefully consider a number of different risks including, but not limited to, the following:

#### Short Sales

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Fund's portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is a risk that the Fund would have to return the securities it borrows, in connection with a short sale, to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and the Fund may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

#### Leverage

The Fund may employ leverage. Leverage increases returns to Investors if the Fund earns a greater return on leveraged investments than the cost of such leverage. However, the use of leverage exposes the Fund to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had the Fund not borrowed to make the investments, (ii) margin calls or changes in margin requirements 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 cost of leverage related to such investments. In case of a sudden, precipitous drop in value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the Fund.

#### Lack of Diversification

The Fund's portfolio will not generally be as diversified as other investment vehicles. Accordingly, its investments may be subject to more rapid change in value than would be the case if the Fund were required to maintain a wide diversification among types of securities, geographical areas, issuers, and industries.

#### Lack of Liquidity

Fund assets may, at any given time, include securities and other financial instruments or obligations that are thinly traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value accurately any such Investments.

#### Equities

The Fund expects that the majority of its assets will consist of equity securities and options on equity securities and investment in the Fund carries with it the inherent risks associated with such investments. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and industry market conditions and general economic environments.

#### Options

The Fund may purchase and sell 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, either to purchase or sell the underlying security, commodity 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. 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.

#### Derivative Instruments – Counterparty and Custodial Risk

To the extent the Fund invests in swaps, “synthetic” or derivative instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, the Fund takes the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions that generally are supported by guarantees of clearing organizations, daily marking-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 of the Fund, and hence it should not be exposed to a credit risk with respect to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or timing problems associated with enforcing the Fund’s rights to its assets in the case of an insolvency of any such party.

Finally, it is noted that Investors and prospective Investors are provided with a confidential private placement memorandum that contains a detailed description of the material risks related to an investment in the Fund.

## **DISCIPLINARY INFORMATION**

683 Capital and its management persons have not been involved in any legal or disciplinary events in the past 10 years would be considered to be material to a Client’s or a prospective client’s evaluation of 683 Capital’s advisory business or the integrity of its management or its management persons.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

683 Capital and its management persons does not have any relationship or arrangement with any related person. From time to time, certain of 683 Capital’s employees may serve as directors of publicly traded or privately held companies, or serve on various credit committees in which Clients invest. Clients should be aware of the fact that receipt of material non-public information, whether through such positions or otherwise, would preclude 683 Capital from effecting discretionary transactions on behalf Clients in certain securities.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

683 Capital has adopted a Code of Ethics (the “Code”), including a Personal Trading Policy. Among other things, the Code requires that employees act with integrity, place the interests of Clients above their own, disclose and mitigate actual and potential conflicts of interest, and comply with applicable provisions of relevant securities laws. The Code also requires employees to pre-clear outside business activities, pre-clear certain personal securities transactions, report certain personal securities transactions on at least a quarterly basis, and provide 683 Capital with a detailed summary of certain holdings annually.

A copy of 683 Capital's Code of Ethics and Personal Trading Policy shall be provided to any Client or qualified prospective client or investor upon request.

683 Capital and its affiliates, principals, members and employees (the "Affiliated Parties") may serve as the investment adviser or the investment manager to multiple client accounts, which in each case may result in conflicts of interests. In addition, they may have multiple advisory, transactional, financial, and other interests that may conflict with those of its Clients (and the investors therein). For example, 683 Capital may, subject to legal and fiduciary obligations, form, manage, or sponsor additional investment vehicles to pursue particular investment opportunities. 683 Capital is not restricted from allocating investment opportunities to or forming other Clients. 683 Capital and related persons are not restricted from engaging in other business activities. These activities may be in competition with existing Clients and/or may involve substantial time and resources to 683 Capital and/or related persons. For each Client, there can be no assurance that 683 Capital and/or its affiliates will resolve all conflicts of interest in a manner that is favorable to such Client.

Although neither the Registrant nor its affiliates are engaged by a Client to advise them as to the appropriateness of investing in future investment vehicles managed by 683 Capital, because of 683 Capital's relationship to the newly formed vehicles, should a Client invest, 683 Capital could be considered, indirectly, to have recommended that investment to such Client.

## **BROKERAGE PRACTICES**

### **Best Execution**

683 Capital and/or the General Partner are solely responsible for selecting the broker used in each transaction for the Client and for negotiating the fees to be paid to the broker in connection with such transactions. 683 Capital recognizes its duty to obtain "best execution." In determining best execution, 683 Capital may take into account the full range and quality of a broker's services that benefit an account under management such as brokerage, research, and other services. Therefore, 683 Capital may not necessarily negotiate "execution only" commission rates and may "pay up" for research and other services provided by the broker through the commission rate ("soft dollars").

In selecting brokers and negotiating commission rates, 683 Capital will take into account the financial stability and reputation of brokerage firms, the brokerage, research and related services provided by such brokers, including the ability to effect prompt and reliable executions at favorable prices, the operational efficiency with which transactions are effected and the prime broker's risk in positioning a block of securities, and the referral of Investors (consistent with best execution), although the Fund may not, in any particular instance, be the direct or indirect beneficiary of the research or related services provided.

683 Capital directs a portion of the commissions from executing trades to a broker through a Commission Sharing Agreement ("CSA"). Where 683 Capital has executed a CSA, 683 Capital will place a trade with the broker and pay the negotiated commission to that broker. The broker will then credit a negotiated portion of the commission for the purpose of funding a pool to be used by 683 Capital to pay for research products or services received by 683 Capital from third parties. The Fund uses the pool of soft dollars to pay for research and investment data provided by the executing broker and for third-party research and investment data paid for by the executing broker. 683 Capital may have an incentive to select or recommend a broker-dealer based on the existence of a CSA or 683 Capital's interest in receiving research or other products or services, rather than on the Fund's interest in receiving most favorable execution. Research and other services furnished or paid for by soft dollars may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors, as well as discussions with research personnel; market, financial and economic studies and forecasts; financial publications; meetings with



corporate executives, attendance at seminars and conferences; statistical and pricing services; analytical software and databases.

In all cases, 683 Capital makes a good faith determination that the commissions paid are reasonable in relation to the value of the brokerage and research services provided. 683 Capital benefits from any research received in soft dollar transactions, because it does not have to produce or pay for the research, products or services received.

The Chief Compliance Officer will use his best judgment to ensure that all direct or indirect soft dollar activities related to the Client will be limited to activities within the Section 28(e) safe harbor. It should be noted that certain of the commission arrangements entered into by 683 Capital may involve a product or service that can be used by 683 Capital only partially for functions within Section 28(e) (i.e., “mixed-use” products and services). In such cases, 683 Capital will make a reasonable allocation of the cost according to its use and the amount allocated to the use that does not qualify under Section 28(e) will be paid for by 683 Capital with “hard” dollars.

Brokerage for Client Referrals in selecting or recommending broker-dealers, 683 Capital does not consider whether the Affiliated Parties receive investor referrals from a broker-dealer or third party. However, 683 Capital’s prime brokers may provide the Master Fund with capital introduction services. Because such services, if any, are likely to benefit the Master Fund but will provide an insignificant (if any) benefit to its clients, there is a conflict of interest with the clients when allocating client brokerage business to a broker that has referred investors to the Master Fund. 683 Capital believes that this conflict is avoided because it will not allocate client brokerage business to a referring broker unless it determines in good faith that the commissions payable to such broker are not materially higher than those available from non-referring brokers offering services of substantially equal value to the client account.

#### Directed Brokerage.

683 Capital does not routinely recommend, request, or require that Clients direct transactions to be executed through a specified broker-dealer.

#### Aggregation and Trade Allocation

683 Capital and its Affiliated Parties owe separate fiduciary duties to their clients that require them to treat those entities fairly and equitably such that none receive preferential treatment vis-à-vis the others over time. Decisions to purchase or sell securities for each client are made in the best interests of the client, considering any contractual, tax, regulatory, legal or other restrictions.

With respect to the purchase or sale of securities, “aggregation” refers to the aggregation of orders for different clients, for the same security and on the same terms (such as pricing or timing). The Portfolio Manager may decide to aggregate orders as he considers appropriate. Orders for the same security or obligation entered on behalf of more than one eligible client will generally be aggregated. Aggregating orders across clients could, among other adverse consequences, affect the prices of and the availability of the securities or other obligations in which any client invests. Generally, all clients participating in each aggregated trade shall receive the average price and, subject to minimum ticket charges (if any), pay a pro rata portion of applicable transaction costs such as commissions and/or execution costs. The Portfolio Manager may decide not to aggregate orders and may place an order solely for one eligible client at a particular time, even though it may be suitable for multiple client accounts.

To the extent a particular investment is suitable for multiple client accounts, such investment will generally be allocated among client accounts *pro rata* based on assets under management or in some other manner in which 683 Capital and its Affiliated Parties determine is fair and equitable under the circumstances to all of their clients (for example, considering available cash and maximum issuer size). Simultaneous identical

portfolio transactions for multiple client accounts may tend to decrease the prices received and increase the prices required to be paid by the client accounts, respectively, for its portfolio sales and purchases. When less than the maximum desired number of shares of a particular security to be purchased is available at a favorable price, the Affiliated Parties will allocate the shares purchased among client accounts in an equitable manner. The application of these factors may result in a client account not receiving any allocation of a particular opportunity.

## **REVIEW OF ACCOUNTS**

Clients are reviewed by Ari Zweiman and Joseph Patt (on behalf of 683 Capital and the General Partner). Mr. Zweiman and Mr. Patt consider, among other things, investment performance, the portfolio's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.

Investors will be furnished annually with audited year-end financial statements (within 120 days of the end of each fiscal year), including a statement of profit or loss for such fiscal year. In addition, investors will be furnished with (i) unaudited monthly performance statements, and (ii) unaudited quarterly reports.

Some investors may be provided with information about the Client in response to questions and requests, and/or in connection with due diligence meetings and other communications, but such information will not be distributed to other investors and prospective investors who do not request such information. Each investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by 683 Capital is sufficient for its needs.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

683 Capital currently does not compensate placement agents and solicitors for helping to raise capital. Certain unaffiliated third parties may refer investors to 683 Capital, as described above under capital introduction from brokers.

## **CUSTODY**

With respect to the Fund, 683 Capital is deemed to have custody by virtue of its affiliate's status as general partner of the Client or by virtue of having the authority to obtain possession of the Client's assets. Account statements are provided to investors by the Client's administrator.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, 683 Capital believes that all investors will be provided with audited financial statements for the Client within 120 days of the end of the Client's fiscal year (i.e., generally by April 30). 683 Capital urges investors to carefully review the audited financial statements.

## **INVESTMENT DISCRETION**

683 Capital generally has discretionary authority to determine, without obtaining specific consent from Clients, the instruments and amount to be bought or sold on behalf of a Client. Any limitations on authority

are included in a Client's confidential private offering memorandum or other constituent documents, including any side letters that are executed with investors, as applicable.

Prospective investors are provided with a confidential private offering memorandum prior to their investment and are encouraged to carefully review such confidential private offering memorandum, along with all other relevant fund materials, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors should also consult with their legal, tax, or other advisors prior to making any investment. Prospective investors must also execute a subscription agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool.

## **VOTING CLIENT SECURITIES**

683 Capital understands and appreciates the importance of proxy voting and will vote all proxies in the best interests of the Clients and in accordance with set compliance procedures.

683 Capital has appointed a third party proxy, Institutional Shareholder Services Inc. ("ISS") to generally manage the receipt of incoming proxies, maintain a log of all proxies, and place votes based on specified policies and guidelines established by 683 Capital. In addition, ISS may facilitate submission of claims in class actions involving securities held by the Clients.

In instances where 683 Capital decides to directly vote a proxy, a member of the investment team, in consultation with the Chief Compliance Officer, will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, a member of the investment team, in consultation with the Chief Compliance Officer, will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not. If no material conflict is identified pursuant to its set procedures, a member of the investment team will make a decision on how to vote the proxy in question. If a conflict is identified and deemed material, 683 Capital may appoint ISS to vote on such proxy and/or will determine whether voting in accordance with the proxy voting guidelines is in the best interests of affected Clients. With respect to material conflicts, 683 Capital will determine whether it is appropriate to disclose the conflict to affected Clients and investors, and give investors the opportunity to vote the proxies in question themselves.

Any proxies actually received by 683 Capital will be provided to the Chief Compliance Officer. The Chief Compliance Officer, or designee, will ensure delivery of the proxy, in accordance with instructions related to such proxy, in a timely and appropriate manner. 683 Capital keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received, and internal documents created that were material to voting decisions and each client request for proxy voting records and 683 Capital's response for the previous five years. Records related to proxies voted by ISS are maintained on the ISS platform (which is fully accessible by 683 Capital).

## **FINANCIAL INFORMATION**

683 Capital has never filed for bankruptcy and is not aware of any financial condition that may affect its ability to meet its contractual commitments to its Clients.