

FORM ADV PART 2A: FIRM BROCHURE



RAGING CAPITAL MANAGEMENT, LLC

Ten Princeton Avenue

Rocky Hill, NJ 08553

Phone: (609) 357-1870

March 30, 2021

This brochure provides information about the qualifications and business practices of Raging Capital Management, LLC (“Raging Capital”, the “Adviser”, or the “Firm”). If you have any questions regarding the contents of this brochure, please contact us at (609) 357-1870 or via email, info@ragingcapital.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. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Raging Capital Management, LLC can also be found on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since our annual filing on April 22nd, 2020, and the date of this brochure, Raging Capital is no longer a sub-adviser to a private fund sponsored by an unaffiliated investment manager, which was previously treated as a separately managed account. Raging Capital Master Fund, Ltd., Raging Capital Fund (QP), LP, and Raging Capital Offshore Fund, Ltd. have suspended investor redemptions and are in the process of winding down and liquidating their investment portfolios and distributing liquidation proceeds to investors.

Item 3 – Table of Contents

Item 2 – Material Changes.....	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	6
Item 6 – Performance-Based Fees and Side-By-Side Management	8
Item 7 – Types of Clients	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9 – Disciplinary Information	21
Item 10 – Other Financial Industry Activities and Affiliations	22
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	24
Item 12 – Brokerage Practices	25
Item 13 – Review of Accounts	27
Item 14 – Advisory Client Referrals and Other Compensation	28
Item 15 – Custody	29
Item 16 – Investment Discretion	30
Item 17 – Voting Client Securities	31
Item 18 – Financial Information	32

Item 4 – Advisory Business

Raging Capital Management, LLC (“Raging Capital”), a Delaware limited liability company, was formed in January 2006, and began advising clients in April 2006. William C. Martin is the primary owner and the managing member of Raging Capital. As of the date hereof, Raging Capital Master Fund, Ltd., Raging Capital Fund (QP), LP and Raging Capital Offshore Fund, Ltd. have suspended redemptions and are in the process winding down and liquidating their investment portfolios and distributing liquidation proceeds to investors.

Raging Capital’s only clients are private funds intended for sophisticated investors and certain special purpose vehicles (each a “SPV” and collectively “SPVs”). Raging Capital sponsors and serves as the investment adviser and in certain cases, general partner to certain private funds and has full discretionary trading authority. These Raging Capital sponsored private funds and SPVs are hereafter referred to as the “Funds”.

The private funds sponsored by Raging Capital are organized in a master-feeder structure as follows:

Master Fund:	Raging Capital Master Fund, Ltd. (A Cayman Islands exempted company)
Feeder Funds:	Raging Capital Offshore Fund, Ltd. (A Cayman Islands exempted company) Raging Capital Fund (QP), LP (A Delaware limited partnership)
Co-Investment Vehicle:	Raging Capital Opportunity Fund IV, LLC (A Delaware limited liability corporation)
Co-Investment Vehicle:	Raging Capital Opportunity Fund VII, LLC (A Delaware limited liability corporation)

Raging Capital predominately employs a long-short strategy on behalf of the Funds, which focuses primarily on small to mid-cap United States equities. Each SPV generally holds a specific underlying investment, which may be held directly by the Funds or used to facilitate a specific co-investment opportunity.

Raging Capital does not tailor its advisory services to the individual needs of investors in any Fund (“Investors”) and does not accept Investor-imposed investment restrictions.

As of December 31st, 2020, Raging Capital manages approximately \$282.7 million in net assets on a discretionary basis. Raging Capital does not manage assets on a non-discretionary basis.



Item 5 – Fees and Compensation

With respect to the Funds, Raging Capital generally earns a quarterly management fee in arrears of each investor's ownership interest in each Fund, and subject to a loss carryforward provision, may earn an annual incentive allocation of the net profits as of the end of a fiscal year. Management and incentive fees have been lowered during the wind down period. Raging Capital may also be eligible to earn an annual incentive allocation from certain SPVs, but in no case will Raging Capital earn an incentive allocation related to an SPV interest held by the Funds.

As more fully described in each Fund's offering and/or governing documents, net profits include unrealized gains and are reduced for various expenses, which may include legal, compliance, including costs associated with preparing Fund specific regulatory filings (including but not limited to Form PF), audit, administrator and accounting expenses (including third party accounting services, valuation services, and external reporting expenses); shareholder proxy voting services; organizational expenses; investment expenses such as commissions (including, without limitation, broken deal expenses, costs associated with activist activities, regardless of outcome, such as related research, public awareness campaigns including third party marketing, proxy solicitations, legal expenses, and searching, vetting and incentivizing board of director nominees); research fees and expenses (including research-related travel software programs, data and communication lines related to research and internal reporting related to portfolio monitoring and research used by the Funds); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund related insurance costs; and any other expenses related to the purchase, sale or transmittal of Fund assets (including trade order management, portfolio management, trade settlement, trade reconciliation between Raging Capital, the administrator, prime brokers and other third parties); and any other expenses associated with agreements Raging Capital has entered into on behalf of the Funds with the belief, at the time, that the such agreements are in the best interest of the Funds and in accordance with the contractual rights afforded to Raging Capital in the Limited Partnership Agreement. To the extent that underlying investments include other managed investment vehicles, there may be additional advisory fees.

Expenses directly related to a Fund are charged to that Fund. To the extent that fees and expenses of the Funds (including management fees) are identifiable with a particular class of interest or class or series of shares, such fees and expenses are charged solely to the relevant interests, class, or series, as applicable. Expenses that are common to multiple Funds are typically borne by such Funds on a pro rata basis in accordance with their net asset value.

Neither Raging Capital nor its officers or employees accept compensation for the sale of securities or other investment products. Certain employees or supervised persons of Raging Capital sit on the boards of publicly traded companies and may receive material compensation for their role.



RAGING CAPITAL
MANAGEMENT

Brochure (ADV Part 2A) March 30, 2021

Page 7

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

As discussed in Item 5, Fees and Compensation, Raging Capital is eligible to earn performance-based compensation (“incentive allocation”) based on the annual net profits of each Fund attributable at the Investor level. The incentive allocation has been reduced during the wind down period.

The incentive allocation received by Raging Capital is based on the Funds’ total net return and includes both realized and unrealized gains and losses. As a result, Raging Capital may receive an incentive allocation reflecting unrealized gains at the end of a year that are not subsequently recognized by the Funds. Raging Capital is involved with the valuation of securities, including certain privately securities held by the Funds, which in turn determines the calculation of the management fee and the incentive allocation it receives. This creates an incentive for Raging Capital to increase the value of the assets during the valuation process. Raging Capital has addressed this conflict of interest by creating a Valuation Committee and adopting certain policies and procedures dealing with the valuation of portfolio assets which includes using readily available market quotations and other commonly used and recognized valuation methods to value securities. Raging Capital has also engaged an independent valuation firm to assist with asset valuation. In addition, each Fund is subject to an annual audit.

Item 7 – Types of Clients

As noted in Item 4, Advisory Business, Raging Capital provides investment advisory services to the Funds on a fully discretionary basis. The minimum initial investment in the Funds is \$1,000,000, subject to waiver at the discretion of Raging Capital.



RAGING CAPITAL
MANAGEMENT

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

Investment/Wind Down Objectives

Effective March 30th, 2020, the investment objective of RCM is to wind down the Funds in an orderly manner pursuant to the terms provided for in the applicable partnership agreements and other governing documents.

Investment/Wind Down Strategy

Liquid and Less Liquid Publicly Traded Securities

Based on current and anticipated near-term market conditions, Raging Capital will sell existing positions with the goal of minimizing market impact and maximizing returns. Raging Capital will consider various factors including the short-term outlook for each security, including the security's ability to recover previous losses Raging Capital believes were caused by broader market factors. Raging Capital will also engage in limited short selling for both portfolio and security specific hedging purposes.

Illiquid Publicly Traded and Private Investments

Raging Capital will sell existing positions with the goal of maximizing returns with attention to minimizing the market impact of selling illiquid publicly traded or private securities. The timing of such sales is highly dependent upon a number of factors in addition to the current condition of the broader securities markets including the IPO markets, secondary market liquidity, and other opportunistic transactions. Raging Capital may not be able to sell certain holdings at valuations it believes reflects the true value within the time frame established to wind down the Funds and may make in-kind distributions. Also, Raging Capital may engage in follow on investments in existing positions if it is in the best interest of Investors.

Cash and Cash Equivalents

Raging Capital will maintain sufficient cash balances to support each Funds' operations and satisfy existing capital commitments and/or follow on investments on certain private investments. Raging Capital will manage such cash balances with a goal to maximizing returns while minimizing credit and duration risk.

Risk Factors

Market Risk

The profitability of Raging Capital's remaining portfolio depends to a great extent upon the future course of the price movements of securities and other investments. There can be no assurance that Raging Capital will be able to predict accurately these price movements during the wind down period.

Nature of Investments

Raging Capital has broad discretion in selling investments for the Funds during the wind down period. Investments generally consist of U.S. equity securities and other assets that may be affected by business, financial market, or legal uncertainties. There can be no assurance that Raging Capital will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, interest rate fluctuations, commodity prices, and many other factors may significantly affect the results of the Funds' activities and the value of its investments. No guarantee or representation is made that the Raging Capital's investment objective during the wind down will be achieved.

Equity Securities

Raging Capital, on behalf of the Funds, invests the majority of the Funds' assets in equity securities, and holds both long and short positions in such securities. Equity investments involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. Equity prices are directly affected by issuer specific events, as well as general market conditions. Equity investments are subordinate to the claims of an issuer's creditors and, to the extent such securities are common securities, preferred stockholders. Dividends customarily paid to equity holders can be suspended or cancelled at any time. For the foregoing reasons, investments in equity securities can be highly speculative and carry a substantial risk of loss of principal.

Internet and Media Industry Risks

Many media services are subject to regulation at the federal level by the Federal Communications Commission (FCC) and at the state level by public utilities commissions. Additionally, a significant portion of the media industry is subject to regulation by the FCC under federal laws and regulations, including the Communications Act of 1934 and the Telecommunications Act of 1996. FCC rules and regulations have been subject to numerous appeals to both the courts and to Congress and it remains

difficult to accurately predict the impact of any potential new legislation or court action on any company within the telecommunications, media and technology industries.

Technology Industry Risks

Companies in the rapidly changing technology field face special risks. For example, these companies spend heavily on research and development and their products or services may not prove commercially successful or may become obsolete quickly. The value of the Funds' investments may be susceptible to factors affecting the technology and science areas. The technology field may be subject to greater governmental regulation, intervention and scrutiny than many other areas, and changes in governmental policies and the need for regulatory approvals may have a material adverse effect on these areas. Additionally, companies in these areas may be subject to risks of developing technologies, competitive pressures and other factors and are dependent upon consumer and business acceptance as new technologies evolve.

Further, many companies with proprietary technology rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect their proprietary rights, which may be essential to the growth and profitability of the company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which the Funds invest. Conversely, other companies may make infringement claims against a company in which the Funds invest, which could have a material adverse effect on such company.

Energy Industry Risks

The value of the Funds' portfolio may be particularly vulnerable to factors affecting the energy industry, such as changing regulation of the energy sector by both the U.S. and foreign governments, developments in the energy sector and energy conservation incentives. Changes in energy regulations may, among other things, increase compliance costs and affect business opportunities for the companies in which the Funds invest.

Health Care Industry Risks

The health care industry is subject to government regulation and reimbursement rates, as well as government approval of products and services, which could have a significant effect on price and availability. Furthermore, the types of products or services produced or provided by health care companies quickly can become obsolete. In addition, pharmaceutical companies and other companies in the health care industry can be significantly affected by patent expirations.

Illiquid and Private Investments

Fund assets include securities and other financial instruments or obligations that are thinly-traded, making purchase or sale of such securities at desired prices or in desired quantities difficult or impossible. Other private investments may have no readily available market or third-party pricing and thus may not be saleable during the anticipated wind down period. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately. Additionally, Raging Capital may be restricted from buying or selling certain securities, due to its acquisition of confidential or material, non-public information, at a time when Raging Capital would otherwise take such action.

Opportunistic Trading

Raging Capital has broad authority within its stated investment objective and investment process including the ability to employ opportunistic trading strategies. Opportunistic trading has involved trading around certain core long or short positions to take advantage of perceived short-term mispricing. Opportunistic trading has also involved trading in non-core long and short positions, including large cap securities. At any moment in time, the percentage of non-core holdings in Raging Capital's long or short book could be significant. As with any investment strategy, there is a risk that Raging Capital's opportunistic trading strategies will not be successful.

Regulation of Over-the-Counter Transactions

Dodd-Frank included provisions that comprehensively regulated the OTC derivatives markets. The implementation of these regulations is ongoing as of the date of this brochure. Under Dodd-Frank, dealers and other certain market participants will be subject to additional clearing and margin requirements, as well as registration obligations and other regulatory requirements, such as business conduct standards, disclosure requirements, reporting and recordkeeping requirements, transparency requirements, position limits, limitations on conflicts of interest and other regulatory burdens. These requirements will increase the overall costs for OTC derivative dealers and other market participants, which may be passed along, at least partially, to market participants, such as the Funds, in the form of higher fees or less advantageous dealer marks. The overall impact of the Dodd-Frank Act on the Funds is uncertain.

Investments in Other Investment Vehicles

The Funds have invested and may invest in the future in other investment vehicles or separately managed accounts managed by unaffiliated investment advisers. Such investments will be subject to

management fees and/or performance fees or allocations. Thus, some part of the Funds' capital will be subject to a second level of management fees and/or performance fee or allocations.

Lack of Diversification

During the wind down period, the Funds' portfolio is not widely diversified among sectors, industries, geographic areas or types of securities. Accordingly, the Funds' portfolio is concentrated in a set of related industries may be subject to more rapid change in value than would be the case if the Raging Capital were required to maintain a wide diversification among companies or industry groups. Furthermore, the Funds may be more susceptible to economic events and trends which impact the sectors on which Raging Capital specifically focuses than would otherwise be the case if the Funds were more diversified.

Hedging Strategies

Hedging techniques involve one or more of the following risks: (i) imperfect correlation between the performance and value of the instrument and the value of the Funds' securities or other objective of Raging Capital; (ii) possible lack of a secondary market for closing out a position in such instrument; (iii) losses resulting from interest rate, spread or other market movements not anticipated by Raging Capital; (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the Funds' position; and (v) default or refusal to perform on the part of the counterparty with which the Funds trade. Furthermore, to the extent that any hedging strategy involves the use of OTC derivative transactions, such a strategy would be affected by implementation of the various regulations adopted pursuant to Dodd-Frank.

Counterparty Risk

Institutions, such as brokerage firms, banks and broker-dealers, generally have custody of the Fund's portfolio assets and may hold such assets in "street name." Raging Capital is subject to the risk that these firms and other brokers, counterparties, or clearinghouses with which it deals may default on their obligations to the Funds. Any default by any of such parties could result in material losses to the Funds. Bankruptcy or fraud at one of these institutions could also impair the operational capabilities or the capital position of the Funds. In addition, securities and other assets deposited with custodians or brokers may not be clearly identified as being assets of the Funds, causing the Funds to be exposed to a credit risk with regard to such parties. The Funds generally will only be an unsecured creditor of its trading counterparties in the event of bankruptcy or administration of such counterparties. In some jurisdictions, the Funds may also only be an unsecured creditor of its brokers in the event of bankruptcy or administration of such brokers. Raging Capital attempts to limit its brokerage and

custody transactions to well capitalized and established banks and brokerage firms in an effort to mitigate such risks, but the collapse in 2008 of the seemingly well capitalized and established Bear Stearns and Lehman Brothers demonstrates the limits on the effectiveness of this approach in avoiding counterparty losses.

The Funds effect certain transactions in OTC or “interdealer” markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Funds has concentrated its transactions with a single or small group of counterparties. The Funds are not restricted from dealing with any particular counterparty or in the size of the exposure which the Funds may provide to a given counterparty. The inability to make complete and “foolproof” evaluations of the financial capabilities of the Funds’ counterparties and the absence of a regulated market to facilitate settlement increases the risk to the Funds.

While Dodd-Frank is intended to bring more stability and lower counterparty risk to derivatives market by requiring central clearing of certain standardized derivatives trades, not all of the Funds’ trades will be subject to a clearing requirement because the trades are grandfathered or because they are bespoke, or because they are within a class that is not currently subject to mandatory clearing. Furthermore, it is yet to be seen whether Dodd-Frank will be effective in reducing counterparty risk or if such risk may actually increase as a result of market uncertainty, mutuality of loss to clearinghouse members, or other reasons.

Custody Risk

There are risks involved in dealing with the prime brokers or custodians (the “Service Providers”) who settle the Funds’ trades. Although Raging Capital monitors the Service Providers and believes that they are appropriate, there is no guarantee that the Service Providers, or any other service provider that the Funds may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the U.S. Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker-dealer, it is likely that, in the event of a failure of a broker-dealer that has custody of Fund assets, the Funds would incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

The Funds and/or the custodians may appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of the Funds. The custodians may not be responsible for cash or assets which are held by sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered by the Funds as a result of the bankruptcy or insolvency of any such sub-custodian. The Funds may therefore have potential exposure on the default of any sub-custodian and, as a result, many of the protections that would normally be provided to a fund by a custodian may not be available to the Funds. Under certain circumstances, including certain transactions where the Funds' assets are pledged as collateral for leverage from another party, or where the Funds' assets are held at a non-U.S. custodian, the securities and other assets deposited with the counterparty may not be clearly identified as being assets of the Funds and hence the Funds could be exposed to a credit risk with regard to such parties. Custody services in certain non-U.S. jurisdictions remain undeveloped and, accordingly, there is a transaction and custody risk of dealing in certain non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy, insolvency, or mismanagement in certain non-U.S. jurisdictions, the ability of the Funds to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy or insolvency could be in doubt, as the Funds may be subject to significantly less favorable laws than many of the protections that would be available under U.S. laws. In addition, there may be practical or time problems associated with enforcing the Funds' rights to its assets in the case of a bankruptcy or insolvency of any such party.

Activist Shareholder

Raging Capital, as part of its investment strategy, may seek to influence the strategic direction of a portfolio company. There exists the risk that the intended strategy for a particular company will be unsuccessful. Further, when securities are purchased in anticipation of influencing the future direction of a company, a substantial period of time may elapse between the Funds' purchase of the securities and the anticipated results. During this period, a portion of the Funds' capital would be committed to the securities purchased, and the Funds typically might finance some portion of such purchases with borrowed funds on which it must pay interest. Additionally, if the anticipated results do not in fact occur, the Funds may be required to sell its investment at a loss. Moreover, there may be instances where the Funds will be restricted in transacting in or redeeming a particular investment as a result of its activist activities. Because there is substantial uncertainty concerning the outcome of these transactions, there is a potential risk of loss by the Funds of its investment in such company. The Funds bear the cost of an activist campaign, and these costs may be significant.

Raging Capital may also attempt to build strong relationships with company management. In certain cases, the Adviser's attempts to influence a company's management may result in the Adviser nominating individuals to the company's board of directors. In such a case, the individuals whom the

Adviser nominates to such board of directors will have fiduciary obligations to the company. In instances when the Adviser nominates an employee of the Adviser to the board, the individual will have fiduciary obligations both to the target company and the Adviser and there is the risk of a conflict of interest. Further, if the Adviser becomes in possession of material non-public information, the Adviser will be subject to federal securities laws and the target company's policies that govern restrictions on trading in such target company's securities.

There can be no assurance that the management of such companies will agree or acquiesce to Raging Capital's involvement in the affairs of the company, or that the strategies that Raging Capital hopes to implement will be effective. Companies may be hostile to the activities of Raging Capital and may respond to the proposals by Raging Capital with litigation or other defensive measures. Such measures may adversely affect the value of the Funds' investment and may result in high transaction expenses, particularly if the Adviser resorts to measures to protect the value of its investment that involve litigation or shareholder governance activities, such as a proxy solicitation, and such actions are opposed by management of the company. If the Adviser resorts to such measures, such activity could also produce negative publicity for the Adviser. Although the confidentiality of the investors will be protected, such adverse publicity may have adverse consequences for the investors, as well as Adviser generally.

Reliance on Corporate Management and Financial Reporting

Raging Capital relies on the financial information made available by the issuers in which the Funds invest. The Adviser has limited ability to independently verify the financial information disseminated by the numerous issuers in which the Funds may invest and is dependent upon the integrity of both the management of these issuers and the financial reporting process in general. Corporate mismanagement, fraud and accounting irregularities relating to companies in which the Funds invests may result in material losses. Equity prices are particularly vulnerable to corporate mismanagement.

Risk of Litigation

In the ordinary course of business, Raging Capital and/or the Funds may be subject to litigation from time to time. In addition, the Funds owns substantial positions in the securities of issuers that may become involved in proxy contests or other litigation. As a result of such investments, Raging Capital and/or the Funds could be named as a defendant in a lawsuit or regulatory action. The Funds indemnify Raging Capital and its employees for any costs which they may incur in connection with claims litigation involving their work on behalf of the Funds. In addition, the Funds may indemnify individuals whom they nominate to serve on a company's board of directors. The outcome of such proceedings, which may materially adversely affect the value of the Funds, may be impossible to

anticipate, and such proceedings may continue without resolution for long periods of time. Any litigation may consume substantial amounts of Raging Capital's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

Furthermore, Raging Capital employees that serve on an issuer's board of directors could expose the assets of the Funds to claims by the company, its security holders and creditors, or could impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability. If these liabilities are imposed, the Adviser directly, and the Funds indirectly, may suffer losses in their investments.

Non-U.S. Securities

Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

Currency Risks

Raging Capital investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. As a result, the Funds could realize a net loss on an investment, even if there were a gain on the underlying investment before currency losses were taken into account. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Raging Capital may attempt to hedge such risks by investing in currencies, currency futures contracts and options on currency futures contracts, forward currency contracts, swaps, swaptions, or any combination thereof (whether or not exchange traded), but there can be no assurance that such strategies will be implemented or effective.

Cybersecurity Risks

Raging Capital is subject to risks associated with a breach in its cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from "hacking" by other computer users, other unauthorized access

and the resulting damage and disruption of hardware and software systems, loss or corruption of data as well as misappropriation of confidential information. If a cybersecurity breach occurs, both Raging Capital and the Funds may incur substantial costs, including those associated with: forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment losses from sabotaged trading systems; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose both Raging Capital and the Funds to civil liability as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial withdrawals from the Funds. In addition, Investors could be exposed to additional losses as a result of unauthorized use of their personal information.

Master-Feeder Fund Structure

The Funds invest through a “master-feeder” structure. Each Feeder Fund contributes substantially all of its assets to the Master Fund. However, due to tax, regulatory, operational and similar considerations, certain investments will be made directly by the Feeder Funds. The master-feeder fund structure, in particular the existence of multiple investment vehicles investing in the same portfolio, presents certain unique risks to investors. Smaller investment vehicles investing in a Master Fund may be materially affected by the actions of larger investment vehicles investing in the Master Fund. For example, if a larger investment vehicle withdraws from a Master Fund, the remaining funds may experience higher pro rata operating expenses, thereby producing lower returns. Similarly, the Master Fund may become less diverse due to a redemption by a larger investment vehicle, resulting in increased portfolio risk.

Risk of Natural Disasters, Epidemics, Pandemics and Terrorist Attacks

Countries and regions in which the Fund invests, where the Investment Manager has offices or where the Fund or the Investment Manager otherwise do business are susceptible to natural disasters (e.g., fire, flood, earthquake, storm and hurricane) and epidemics, pandemics or other outbreaks of serious contagious diseases (e.g., MERS, COVID-19 (Coronavirus)). The occurrence of a natural disaster or epidemic could adversely affect and severely disrupt the business operations, economies and financial markets of many countries (even beyond the site of the natural disaster or epidemic) and could adversely affect the Fund’s investment program or the Investment Manager’s ability to do business. In addition, terrorist attacks, or the fear of or the precautions taken in anticipation of such attacks, could, directly or indirectly, materially and adversely affect certain industries in which the Fund invests or could affect the countries and regions in which the Fund invests, where the Investment Manager has offices or where the Fund or the Investment Manager otherwise do business. Other acts of war

(e.g., war, invasion, acts of foreign enemies, hostilities and insurrection, regardless of whether war is declared) could also have a material adverse impact on the financial condition of industries or countries in which the Fund invests.



Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of its management. Raging Capital has no applicable disciplinary information to disclose.



RAGING CAPITAL
MANAGEMENT

Item 10 – Other Financial Industry Activities and Affiliations

InsiderScore, LLC

William C. Martin, the managing member Raging Capital, co-founded InsiderScore, LLC (“InsiderScore”) (www.insiderscore.com) in July 2004. InsiderScore provides proprietary research tools to institutional investors. In December 2020, InsiderScore was acquired by MackeyRMS. Subsequent to the transaction, Mr. Martin remains a minority owner of MackeyRMS but has no other role or affiliation with MackeyRMS.

Princeton Equity Group, LLC

Since August 2006, Mr. Martin has been involved with Princeton Equity Group, LLC, (“PEG”) an entity principally engaged in the activity of sourcing and funding investments in privately held companies. Mr. Martin is not an employee of PEG, but instead serves as senior advisor to PEG, assists PEG with certain business activities, and permits PEG to refer to his business background, prior venture capital performance record, and his involvement with PEG in marketing materials and on PEG’s website. In return, Mr. Martin receives a portion of any revenue and/or fees earned by PEG from its business activities. During the wind down period, Raging Capital has not made any additional private investments in opportunities sourced by PEG. Mr. Martin may continue to invest his personal funds in investment opportunities sourced by PEG.

Outerbridge Capital Management, LLC

In November 2020, Mr. Martin joined the advisory board of Outerbridge Capital Management, LLC, an exempt reporting advisor. Mr. Martin serves as an advisor but does not have any day-to-day operating responsibilities. Mr. Martin is compensated for his services.

Raging Capital does not believe this situation creates a material conflict of interest. However, Raging Capital has adopted policies and procedures which it believes adequately monitor any potential conflict of interest.

ALPS Alternative Investment Services, LLC

ALPS Alternative Investment Services, LLC (“ALPS”) is the independent third-party administrator to the Funds. ALPS also provides certain administrative services on behalf of certain personal investments owned by Mr. Martin. The amount of administrative services provided to Mr. Martin are below the level typically required by ALPS to accept an engagement. However, ALPS has agreed to provide the service to Mr. Martin as a result of its relationship with Raging Capital and providing the administrative services to the Funds. This situation creates a conflict of interest, as Mr. Martin could be seen as receiving lower fees as a result of expenses incurred by the Funds. Raging Capital monitors

this conflict of interest and believes that the fees paid by Mr. Martin are commensurate with the services provided and that the Funds are not paying fees at a level above what they would be paying if ALPS were not providing any services to Mr. Martin.

Raging Capital Entering into Agreements on Behalf of Funds

The various Fund governing documents and contractual agreements signed by Investors provide Raging Capital broad authority to enter into agreements and pay any associated expense on behalf of Funds that it deems necessary or desirable. Such agreements may relate to investment activities or services not yet contemplated by Raging Capital or otherwise specifically discussed in each Fund's governing documents, contractual agreements and other disclosure documents. As such, Raging Capital may enter into certain agreements on behalf of Funds with other parties, including its respective directors, members, partners, shareholders, officers, employees, agents and affiliates including Investors, where Raging Capital believes doing so is in the best interest of Funds. Raging Capital will have no obligation to offer any prior disclosure or seek Fund approval prior to entering into such agreements. However, Raging Capital will make a good faith effort to add specific disclosure of material items when it next updates the various Fund governing documents, contractual agreements and other disclosure documents.

Side Letters

Raging Capital and certain Funds have entered into additional agreements with one or more Investors whereby, in consideration for agreeing to invest certain amounts in specific Funds or other consideration deemed material by Raging Capital, such Investors may be granted favorable rights not afforded to other Investors, generally. Such rights may include one or more of the following: rights to receive reports from Raging Capital or Funds on a more frequent basis or that include information not provided to other Investors (including, without limitation, more detailed information regarding portfolio positions); rights to receive reduced rates of any performance-based compensation and/or any management fee; and such other rights as have been negotiated between Raging Capital, specific Funds and Investors. No other Investor will be entitled to participate in any such special arrangement during the wind down period.

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

Raging Capital has adopted a comprehensive Code of Ethics designed to promote high ethical standards and reflect Raging Capital's fiduciary duty to the Funds. The Code of Ethics establishes standards of business conduct for all employees and is designed to detect and prevent prohibited acts and mitigate potential conflicts of interest between Raging Capital, its employees and the Funds. Raging Capital provides training at least annually to all employees with regards to its Code of Ethics.

The Code of Ethics permits employees of Raging Capital, including their spouses, minor children, and/or any other person or entity over which the employee exercises control or investment discretion, to engage in personal investing. Raging Capital believes it has policies and procedures which effectively address the potential conflict of interest that may exist between Raging Capital and its Funds as a result of personal trading activities.

The Code of Ethics establishes guidelines for employees with identifying instances when they might be exposed to material non-public information and compliance procedures when they believe they are in possession of material non-public information. The Code of Ethics also strictly prohibits Raging Capital and its employees from engaging in market manipulation, the spreading of rumors and any sort of collusion with other market participants.

Other features of Raging Capital's Code of Ethics include:

- annual certification by employees that they have read, understand and agree to abide by Raging Capital's Code of Ethics and insider trading policies and procedures; and
- quarterly submission of securities transaction reports and annual securities holdings reports for each personal account of the employee and their spouse, minor children, and any other person or entity over which the employee exercises control or investment discretion.

The Funds invest in SPVs created to hold specific illiquid investments. The SPVs may or may not be wholly owned by the Funds. Employees of Raging Capital and their families are direct investors in the SPVs. This creates a potential conflict of interest as Raging Capital has an incentive to provide preferential allocation of certain SPV investment opportunities to employees and their family members. Raging Capital has adopted policies and procedures designed to mitigate this conflict, which include specific review of all investment opportunities in which Raging Capital employees and family members also participate. The Funds' investments in the SPVs are included in the net assets of the Funds.

Raging Capital will provide a copy of the Code of Ethics to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.



RAGING CAPITAL
MANAGEMENT

Brochure (ADV Part 2A) March 30, 2021

Page 25

Item 12 – Brokerage Practices

Broker Selection

Raging Capital retains full discretion to determine the broker or dealer to be used for each securities transaction for Fund accounts. In selecting brokers or dealers to execute transactions, Raging Capital is not obligated to solicit competitive bids and is not obligated to seek the lowest available brokerage commissions, mark-ups or other compensation (collectively, "Commissions"). In certain cases, Raging Capital may be paying more than "execution only" Commissions in which case Funds may be paying for other services provided by the broker which are included in the Commissions. Raging Capital believes it has procedures in place to control the risk associated with this conflict of interest which includes performing regular reviews of its brokers to determine that commissions paid are reasonable in relation to the value of the brokerage services received.

In selecting brokers and negotiating commission rates, Raging Capital will take into account the financial stability and reputation of brokerage firms, their execution quality and the other services provided by such brokers. During the wind down period, Raging Capital is not using soft dollars to pay for research.

Trade Errors

While Raging Capital's goal is to execute trades seamlessly in the best interests of the Funds it advises, errors can occur for a variety of reasons, and the required corrective measures may differ depending upon the nature of the error. When an error is made on behalf of a Fund's account, Raging Capital will use its best efforts to break or otherwise correct the trade as soon as practicable after discovery to ensure that Funds do not incur a loss.

It is Raging Capital's policy that a trade error that results in a gain to a Fund will remain in the Fund's account. Trade errors that are due to a good faith mistake by a member or employee of Raging Capital, and result in a loss to a Fund, will be assessed to the Fund's account. Trade errors that are due to gross negligence or willful misconduct by a member or employee of Raging Capital and result in a loss to a Fund will be indemnified by Raging Capital.

Item 13 – Review of Accounts

Raging Capital's managing member, William C. Martin, monitors and reviews the Funds on a continual basis with a focus on ensuring the Funds adhere to their investment objectives and position limits.

ALPS is the independent third-party administrator to the Funds and records transactions on a daily basis. ALPS reconciles the records of the Funds with the Funds' prime brokers on a regular basis. The Firm's CFO regularly communicates with ALPS to discuss the accounts and any pending items prior to quarter end. ALPS also prepares a quarter end accounting package for each Fund which reflects Fund specific holdings, profit and loss including realized and unrealized gains/losses, capital activity, investment related income and expenses and expense items as discussed in each Fund's official offering documents. The CFO reviews these statements and signs off on the quarter end accounting package indicating his agreement.

Investors in Funds generally receive a quarterly email, usually on or before the fifth business day following quarter end, from ALPS notifying them that their prior quarter's statement is available for viewing and download on ALPS' secure website. In addition, investors receive annual audited financial statements for the Funds within 120 days of year-end.

Item 14 – Advisory Client Referrals and Other Compensation

Raging Capital makes cash payments to third-party solicitors for past referrals. When applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.



Item 15 – Custody

While the disclosure requirements under this item are not applicable to Raging Capital, it should be noted that Raging Capital does have custody of the Funds' assets by virtue of the fact that Raging Capital acting as general partner or investment manager has the ability to access and control the assets of the Funds. Raging Capital satisfies its regulatory obligation with regards to Rule 206(4)-2 by ensuring that each Fund is subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

Item 16 – Investment Discretion

Raging Capital has full trading authority over all Fund accounts. Investment discretion authority is granted to Raging Capital contractually when an investor completes and signs a Fund's official subscription package. The Funds do not have any ability to limit Raging Capital's discretionary authority in any way.



RAGING CAPITAL
MANAGEMENT

Item 17 – Voting Client Securities

Raging Capital has adopted Proxy Voting Policies and Procedures, which it believes are reasonably designed to ensure that proxies are voted in the best interest of its Funds and in accordance with its fiduciary duties and Rule 206(4)-6 under the Advisers Act. Raging Capital's policies and procedures contain procedures designed to address potential conflicts of interest that may arise between Raging Capital and its Funds which may include, but not limited to, information barriers and/or engaging a third party to independently advise how a particular proxy should be voted.

Raging Capital has sole and exclusive authority and responsibility to vote all proxies on behalf of its Funds. As such, Funds may not direct how Raging Capital should vote on a particular proxy. Because Raging Capital provides investment advice to commingled investment entities, individual investors in the Funds will not be able to direct Raging Capital on how to cast a proxy vote.

Raging Capital will provide a copy of the Proxy Voting Policies and Procedures and proxy voting record to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.

Item 18 – Financial Information

Raging Capital is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Funds, and has not been the subject of a bankruptcy petition at any time during the past ten years.

