

PART 2A OF FORM ADV: FIRM BROCHURE

ARMISTICE

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This brochure provides information about the qualifications and business practices of Armistice Capital, LLC (“Armistice”). If you have any questions about the contents of this brochure (this “Brochure”), please contact Armistice at (212) 231-4930 or at compliance@armisticecapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Armistice also is available on the SEC’s website at www.adviserinfo.sec.gov.

Armistice is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). SEC registration does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

This Brochure is filed as the annual update to the Form ADV, Part 2A. The following is a summary of the material changes made since Armistice last submitted its Brochure for an annual amendment filing on March 30, 2020.

- As of October 26, 2020, Brian Kohn assumed the role of Chief Compliance Officer.
- Armistice ceased providing investment advisory services to its separately managed account client. As such, disclosures to such Advisory Client have been removed.

Armistice also made certain clarifying amendments and general updates to this Brochure dated March 31, 2021.

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ITEM 4 – ADVISORY BUSINESS

Armistice Capital, LLC (“Armistice”), a Delaware limited liability company, is an investment management firm located in New York that commenced operations on May 1, 2012. Steven J. Boyd (the “Managing Member”) is Armistice’s principal and sole owner. Armistice provides discretionary investment advisory services to private investment funds (the “Funds” or the “Advisory Clients”), which include: Armistice Capital Fund LP, a Delaware limited partnership that launched on July 1, 2012 (the “Domestic Fund”); Armistice Capital Offshore Fund Ltd., an exempted company incorporated under the laws of the Cayman Islands that launched on August 1, 2012 (the “Offshore Fund”); and Armistice Capital Master Fund Ltd., an exempted company incorporated under the laws of the Cayman Islands (the “Master Fund”) that launched on July 1, 2012.

The Domestic Fund and the Offshore Fund (together, the “Feeder Funds”) invest substantially all of their assets in the Master Fund, through a master-feeder fund structure.

It should also be noted that Armistice Capital GP, LLC (the “General Partner”), an affiliate of Armistice, is also solely owned by Mr. Boyd and acts as General Partner to the Domestic Fund.

The Feeder Funds, through their investments in the Master Fund, seek to achieve long-term capital appreciation by employing an opportunistic global long/short strategy for investing across the capital structure, including in distressed debt, value equities, and event equities. In all of its investing activities, the Funds seek to emphasize capital preservation and seek to mitigate risk through various hedging strategies at both the position and portfolio levels. To achieve this objective, the Funds seek to focus on strategic value, event, and thematic investment opportunities (both long and short) in a variety of industries. It should be noted that the Funds invest a portion of their assets in illiquid investments (with some limitation), including, investments in securities of non-public companies.

While it is anticipated that the Funds will continue to invest primarily in equities and equity-related securities in the both the U.S. and non-U.S. markets, Armistice has broad and flexible investment authority with respect to the Funds.

The Funds have entered into and may in the future enter into agreements (“Side Letters”) with certain prospective or existing investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the respective Fund’s offering documents. The modifications are solely at the discretion of Armistice and may, among other things, be based on the size of the investor’s investment in the Funds, an agreement by an investor to maintain such investment in the Funds for a significant period of time, or other similar commitment by an investor to the Funds.

As of December 31, 2020, Armistice managed approximately \$3,052,368,000 of regulatory assets on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

The fee schedules for the Funds are described in detail in each of the respective Fund's offering memorandum. As a general matter, Armistice (or an affiliate) is paid an annual asset-based fee (the "Management Fee") and, in some cases, receives performance compensation (the "Incentive Allocation") from the Funds.

Armistice receives a quarterly management fee calculated at an annual rate ranging from 1.25% to 1.75% of each investor's capital account (the "Management Fee"), depending on the series to which such investor is subscribed (and subject to the caveat regarding waivers or modifications noted below). The Management Fee is paid quarterly in advance, based on the value of each investor's capital account, as of the first business day of each calendar quarter. The Management Fee is prorated for any period that is less than a full quarter and will be adjusted for contributions and withdrawals/redemptions made during the quarter. To the extent Armistice receives the Management Fee at the Master Fund level, no Management Fee is paid at the Feeder Fund level.

Subject to a loss carryforward provision, at the end of each fiscal year (December 31), the General Partner, as the holder of certain allocation class shares of the Master Fund, receives at the Master Fund level an annual incentive allocation equal ranging from 19% to 20% of the net profits (including realized and unrealized gains and losses), if any, attributable to each investor's capital account (the "Incentive Allocation"), depending on the series to which such investor is subscribed. When calculating the Incentive Allocation at the Master Fund level, net profits are reduced by the Management Fee, and all items of income, loss, and expenses incurred at the Feeder Fund level are taken into account. The Feeder Funds may in the future make the Incentive Allocation at the Feeder Fund level, and in such case, no Incentive Allocation will be made at the Master Fund level.

In the event that an investor withdraws/redeems capital (in whole or in part) or retires at any time other than at the end of a fiscal year, the deduction of the Incentive Allocation would be made with respect to such investor as though the withdrawal/redemption was being made at the end of a fiscal year.

Under a loss carryforward provision, no Incentive Allocation will be made from the capital account of a particular investor 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/redemptions on a pro rata basis.

The General Partner/Armistice has and may continue to waive or modify the Management Fee and/or Incentive Allocation for investors that are members, employees, or affiliates of the General Partner or Armistice, relatives of such persons, and for certain other investors.

Armistice deducts applicable fees from each investor's capital account. Investors do not have the ability to choose to be billed directly for fees incurred.

The Funds pay the Management Fee; Fund legal, tax and regulatory compliance, filings and reporting (including, without limitation, expenses attributable to regulatory filings that are made with respect to assets of the Funds, such as Form PF, filings required to be made pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any similar non-U.S. filing obligations); administrator, audit and accounting fees and expenses (including third-party accounting services); fees and expenses of trading and portfolio management software; organizational expenses; portfolio risk monitoring and risk analysis services; investment expenses (whether or not the related investments are consummated) such as commissions, research fees, and expenses (including research-related travel, meals, and lodging, and market data and similar services); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund-related insurance costs (including D&O and E&O insurance for Armistice and the General Partner); the Feeder Funds' pro rata share of the

expenses of the Master Fund (which may include expenses of the Funds and other investment vehicles that invest in the Master Fund); and any other expenses related to the purchase, sale or transmittal of Fund assets. The Feeder Funds will indirectly bear the administrative and other expenses of the Master Fund pro rata based on their interest in the Master Fund. The Offshore Fund will also pay for shareholder proxy voting services, outside Directorship liability, and its Board of Directors' fees and expenses. It should be noted that the Funds bear the fees, expenses, and costs of any trade errors, except for any trade errors caused by Armistice's gross negligence or willful misconduct.

The Funds also pay for research with "soft" or commission dollars. Armistice has determined such research is within the safe harbor of Section 28(e) of the Exchange Act. Refer to Item 12 – Brokerage Practices for further information.

Armistice has a fiduciary duty to its Advisory Clients and Fund investors, owing them an affirmative duty of utmost good faith and full and fair disclosure of all material facts. Accordingly, Armistice seeks to ensure that each Advisory Client only bears expenses that are permissible under the relevant Advisory Client's organizational documents, and/or disclosure documents, and that shared expenses are allocated among Advisory Clients in a fair and reasonable manner.

It is critical that investors/Advisory Clients refer to the relevant confidential private offering memorandum, explanatory memorandum, and other governing documents for a complete understanding of how Armistice is compensated, as well as a complete understanding of the Advisory Clients' expenses and their withdrawal/redemption rights. The information contained herein is a summary only and is qualified in its entirety by such documents.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described in Item 5, the General Partner may receive performance-based compensation from each of the Funds. As a result, Armistice believes that it is not subject to the conflict of interest that could arise if it were to receive performance-based fees or compensation from some but not all of its clients.

It should be noted that the potential to receive performance-based compensation creates a potential conflict of interest in that Armistice and the General Partner may have an incentive to make investments that are riskier or more speculative than they would make in the absence of performance-based compensation. In addition, because the performance-based compensation is calculated on a basis that includes unrealized appreciation of the Advisory Clients' assets, the performance-based compensation may be greater than if it were based solely on realized gains. Armistice recognizes that it is a fiduciary and as such must act in the best interests of its clients. Further, investors are provided with clear disclosure in applicable Fund documents as to how the performance-based compensation is charged.

ITEM 7 – TYPES OF CLIENTS

As described in Item 4, Armistice provides discretionary investment advisory services to private investment funds.

In order to invest in the Funds, a prospective investor is required to make certain representations as to suitability and legal requirements of the respective Fund. Investors in the Domestic Fund and U.S. investors in the Offshore Fund must be “accredited investors” as that term is defined in Rule 501 of Regulation D of the Securities Act of 1933 and “qualified purchasers” within the meaning of Section 2(a)(51) and Rule 2a51-1 under the Investment Company Act of 1940. Armistice may also impose minimum initial investment amounts for investors in the Funds. The Feeder Funds impose a \$1 million minimum initial investment amount and \$100,000 for subsequent investments. The minimum investment amounts are subject to waiver, but in the case of the Offshore Fund, the minimum initial investment amount will not be reduced below \$100,000.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategy

In determining a potential investment, Armistice utilizes an analytical framework that it believes will help filter out unattractive ideas by: (i) assessing the market expectations of the potential investment, (ii) collecting information and developing an independent point of view (iii) identifying potential risks, (iv) calculating margin of safety and (v) considering other key investment points such as business qualities and strengths, the prevailing view, sources of upside, level of uniqueness, risk/reward, trading downside, and catalysts. Armistice then considers investing in opportunities that it believes have the greatest asymmetric upside potential and shorting opportunities with the greatest asymmetric downside potential.

Once it is determined that an investment opportunity exists (either long or short), Armistice typically employs a bottom-up analysis, assessing all components of the company's capital structure. The analysis begins by dissecting the financial statements and projections of the investment with a focus on free cash flow development. In building its forecast, Armistice intends to rely on primary research, including government and third-party data, survey work, and consultants. In addition, Armistice, from time-to-time, engages investment and peer company management teams with conference calls, site visits, and face-to-face meetings. Finally, Armistice seeks to determine where its view differs from consensus and lays out a sequence of anticipated events that will change the prevailing bias. Risks and rewards are defined and a target price is determined.

Armistice determines position size first and foremost relative to absolute downside. Each investment is reviewed in light of the expected internal rate of return. Generally, Armistice seeks to take larger positions where the greatest potential risk adjusted return exists. However, position size may be influenced by the liquidity of the security or overall portfolio factors such as industry concentration, correlation, macroeconomic risk, and net long/short exposure. In addition, Armistice compares the estimated risk/reward of the potential investment with the estimated risk/reward of the Funds' current investments, and the position is sized accordingly.

Armistice seeks to re-examine each investment continuously on the basis of changes in key financial and other developments. Armistice will seek to exit an investment when the target price is achieved, asymmetry is no longer compelling, or Armistice's thesis proves incorrect.

An investment in the Advisory Clients may be deemed speculative and is not intended as a complete investment program. Investing in the securities markets in general and in the Advisory Clients in particular involves significant risk. Investments in the Advisory Clients are appropriate for only experienced and sophisticated persons who meet certain eligibility criteria, are able to bear the economic risk of loss of some or all of an investment, and have a limited need for liquidity. There can be no assurance that an Advisory Client will achieve its investment objective.

Material Risks

Nature of Investments: Armistice has broad discretion in making investments for the Funds. Investments generally consist of equity securities, equity-related instruments, debt investments, and other assets that may be affected by, among other things, business, financial market, or legal uncertainties. There can be no assurance that Armistice 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, may significantly affect the results of the Funds' activities and the value of its investments.

In addition, the value of the Funds' portfolio may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that the Funds' investment objective will be achieved.

Currency Hedging: While the Funds are denominated in U.S. dollars, some of the underlying investments of the Funds will typically be denominated in multiple currencies. Accordingly, any hedging of currency exposure that is implemented by the Funds will primarily involve hedging back to the U.S. dollar, but in certain circumstances may involve other hedging activities. If such hedges generate losses in any month or quarter, Armistice may liquidate a portion of the Funds' investment portfolio to cover such losses. While the Funds generally try to hedge their overall currency exposure, there can be no assurance that such hedges will be effective.

Lack of Diversification: Although the Funds have no investment restrictions with respect to types of securities, countries or industry sectors, the Funds' portfolios have largely been invested in the healthcare and consumer sectors and may not be as diversified as other investment vehicles. Accordingly, the Funds' portfolios may be subject to more rapid change in value than would be the case if the Funds were required to maintain a wide diversification.

Convergence Risk: The Funds may pursue relative value strategies by taking long positions in securities believed to be undervalued and short positions in securities believed to be overvalued. In the event that the perceived mispricings underlying the Funds' trading positions were to fail to converge toward, or were to diverge further from, Armistice's expectations, the Funds may incur a loss.

Short Sales: Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Funds' 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 can be no assurance that securities necessary to cover a short position will be available for purchase.

Derivatives and Counterparty Risk: To the extent that the Funds invest in swaps, derivative or synthetic instruments, repurchase agreements, forward contracts, certain types of options, or other over-the-counter transactions or customized financial instruments, or, in certain circumstances, non-U.S. securities, the Funds may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of the Funds, and hence the Funds should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

Use of Leverage: The Funds utilize leverage. The use of leverage results in the Funds controlling more assets than the Funds have equity. Leverage increases the Funds' returns if the Funds earn a greater return on investments purchased with borrowed funds than the Funds' cost of borrowing such funds. However, the use of leverage exposes the Funds to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Funds not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Funds' cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Funds' assets, the Funds' might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses. In an unsettled credit environment, Armistice may find it difficult or impossible to obtain leverage for the Funds. In such event, the Funds could find it difficult to implement its strategy. In

addition, any leverage obtained, if terminated on short notice by the lender, could result in Armistice being forced to unwind the Funds' positions quickly and at prices below what Armistice deems to be fair value for such positions.

Reliance on Steven Boyd: The Funds rely heavily on the services of Steven Boyd, the principal and Managing Member of Armistice. Mr. Boyd is responsible for all of the major decisions affecting the Funds and owns all of the intellectual property rights relating to the proprietary data and processes used in the Funds' investment program. Should Mr. Boyd determine to discontinue managing the affairs of, or withdraw from, the General Partner and/or Armistice or should Mr. Boyd die, be incapacitated or, for some other reason, be unable to effectively manage the affairs of the General Partner and/or Armistice, the business and results of the operations of the Funds would be adversely affected. If Mr. Boyd dies, becomes legally incapacitated such that he is unable to participate in the management of the Funds' portfolio in the same manner as immediately before the onset of his incapacity, or ceases to be involved in the management of the Funds' portfolio for more than 90 consecutive days, the Funds will promptly notify the investors. Upon such notice from the Funds, investors will be permitted to withdraw/redeem from the Funds (in whole or in part) as of the last business day of each calendar quarter upon 30 days' notice to the Funds without the application of any applicable withdrawal/redemption fee, but will be subject to the suspension of withdrawal/redemption terms set forth in the governing documents of the Funds.

Brokerage and Custodial Risk: There are risks involved in dealing with the custodians or prime brokers who settle the Funds' trades. The Funds maintain custody accounts with its prime brokers and primary custodians, J.P. Morgan Securities LLC ("JPM"), UBS Securities, LLC ("UBS") and Morgan Stanley & Co. LLC ("Morgan Stanley"), as well as a bank account with The Northern Trust International Banking Corporation (the "Bank") and, together with JPM, UBS, Morgan Stanley the "Prime Brokers"). Although the General Partner/Armistice monitor the Prime Brokers and believes that they are appropriate custodians, there is no guarantee that the Prime Brokers, or any other custodian that the Funds may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker, there is no certainty that, in the event of a failure of a broker that has custody of Fund assets, the Funds would not 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.

Concentration of Investments: Subject to the Funds' investment policies, there is no limit on the amount of the Funds' assets that can be invested in any particular position or strategy. In fact, Armistice's approach emphasizes securities of companies in the healthcare and consumer sectors. Accordingly, a loss in any single position or strategy could materially reduce the Funds' assets. In addition, the value of the Funds' investment positions may be subject to decreases as a result of general economic conditions and/or the adverse effect of such conditions upon the companies of which the Funds own stock. Furthermore, new legislation or changes in governmental regulations could adversely affect the Funds' ability to engage in certain of its investment strategies. Additionally, in the sectors in which the Funds invest, there may be significant overlap between the investment positions of the Funds and those of other funds managed by unaffiliated investment managers, resulting in concentration among investment advisors. Such concentration may result in an adverse effect on the Funds' positions depending on the actions of managers with similar investment positions (which Armistice cannot with certainty anticipate or protect against).

Material Nonpublic Information: Armistice, from time to time, comes into possession of material nonpublic information about companies that have issued securities. If Armistice comes into possession of material nonpublic information, Armistice has controls that will prohibit trading in certain securities of these companies or others, including certain securities that the Funds hold, until the information is made public or rendered immaterial.

Turnover and Trading Costs: Armistice's investment strategy includes active trading of securities. As a result, the investment strategy employed by Armistice may result in the portfolio having a higher degree of

turnover and higher transaction costs than would be the case if the Funds employed solely a buy-and-hold strategy. The transaction costs associated with active trading will lower returns unless offset by gains from trading. Active trading generally generates significant short-term capital gains. Short-term capital gains are taxed at higher rates than long-term capital gains.

Equity Securities and Equity-Related Instruments in General: The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long-term, and different parts of the market and different types of equity securities can react differently to these developments. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Terrorism or other geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Armistice uses equity-related instruments in its investment program. Certain options and other equity-related instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk, and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risks of loss.

High-Growth Industry Related Risks: The Funds may invest in the securities of high-growth companies. These securities may be very volatile. In addition, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses, have limited ability to protect their rights to certain patents, copyrights, trademarks and other trade secrets, or be otherwise adversely affected by the extremely competitive markets in which many of these companies operate.

Micro to Medium Capitalization Companies: The Funds may invest in the stocks of companies with micro to medium-sized market capitalizations. Although Armistice believes these investments often provide significant potential for appreciation, investments in smaller-capitalization stocks may involve higher risks than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks, making purchases or sales at desired prices or in desired quantities more difficult.

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

Debt Securities: The Funds may take positions in debt securities that rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Funds may take positions in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Funds may invest in securities that are moral obligations of issuers or subject to appropriations. The Funds therefore will be subject to credit and liquidity risks.

Convertible Securities: The Funds may invest in convertible securities, securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified

time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and, conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

Special Situations: The Funds may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies, or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time, or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Funds may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Funds may invest, there is a potential risk of loss by the Funds of their entire investment in such companies. Additionally, participation in special situations requires greater use of professional service providers and, as a result, increased expenses.

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

Restricted or Non-Marketable Securities: The Funds' assets may, at any given time, 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. Although Armistice has what it believes to be a robust Valuation Policy, the sale of any such investments may be possible only at substantial discounts, and it may be difficult to value any such investments. In certain situations where such difficulty exists, Armistice has employed external valuation services. The Funds have invested in securities of private companies that are subject to restrictions on transfer and, as such, may be difficult or impossible to sell at desired quantities or desired prices. The Funds may also invest in PIPE (Private Investment in Public Equity) transactions that may be thinly-traded, making purchase or sale of such securities at desired prices or in desired quantities difficult or impossible and unlikely to provide current income. Generally, an investment in a PIPE transaction may include restricted securities purchased directly from an issuer in a private placement with registration of those securities for public resale expected to become effective typically no later than 180 days from the date of purchase, subject to extension in certain circumstances. Unless and until such registration occurs, there is likely to be no market for the restricted securities.

Healthcare and Related Regulatory Risk: The Funds invest a significant portion of their assets in healthcare securities. Healthcare securities of smaller companies, like those in which the Funds may invest, are often more volatile than the overall market, or even the market for healthcare securities, generally. The perceived prospects of success for the research and development programs of these companies may increase such volatility. The success of the Funds' investments in these companies is dependent on regulatory product approval and the subsequent commercial production and distribution of such products. Companies in the healthcare sector also rely significantly on intellectual property, reimbursement policies and rates set by insurance companies or the Federal government, and certain contractual rights. Action in any of these areas by administrative agencies, legislation, or litigation, even if not directly related to a specific company, may adversely impact the healthcare securities in which the Funds invest and/or increase volatility.

Control Position: To the extent the Funds acquire a controlling stake in or are deemed "affiliates" of a company, the Funds may be subject to certain additional securities laws restrictions that could affect both the liquidity of the Funds' interests and the Funds' ability to liquidate their interests without adversely impacting the stock price, including insider trading restrictions and the disclosure requirements of Sections 13 and 16 of the Exchange Act. In addition, to the extent that affiliates of the Funds, the General Partner, or Armistice are subject to such restrictions, the Funds, by virtue of their affiliation with such entities, may be similarly restricted, regardless of whether the Funds stands to benefit from such affiliate's stock ownership. If the Funds, alone or as part of a group acting together for certain purposes, become the beneficial owner of more than 10% of certain classes of securities of a company or places a director on the board of directors of a company, the Funds may be subject to certain additional reporting requirements and to liability for short-swing profits under Section 16 of the Exchange Act if the Funds were to sell common shares of the company at certain times under certain conditions.

Shareholder Activism: Armistice may, from time to time, seek to be an active participant in the development or implementation of operating strategies of specific companies. There exists the risk in activist investing 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 occur, the Funds may be required to sell their investments at a loss. Moreover, there may be instances where the Funds will be restricted in transacting in or redeeming particular investments as a result of such strategy. Because there is substantial uncertainty concerning the outcome of transactions involving the target companies in which the Funds may invest, there exists a potential risk of loss by the Funds of their entire investments in such companies. The Funds may also attempt to build strong relationships with company management. In certain cases, the Funds' attempts to influence a company's management may result in the Funds taking a seat on the company's board of directors. In such a case, there exists the risk that the Funds will be restricted in transacting in or redeeming their investments in that company as a result of, among other things, legal restrictions on transactions by company directors or affiliates. Because there is substantial uncertainty concerning the outcome of transactions involving the target companies in which the Funds may invest, there exists a potential risk of loss by the Funds of their entire investments in such companies. Moreover, it is possible that the Funds may become involved in litigation (as either plaintiff or defendant) as a result of any activist activities. Litigation entails expense and the possibility of counterclaims against the Funds and ultimately judgments may be rendered against the Funds for which the Funds may not carry insurance.

Additional Risks Relating to Armistice

Cybersecurity Risk: The information and technology systems used by Armistice and key service providers to Armistice and the Funds to carry out routine business operations may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, security breaches and usage errors by their respective professionals,

power outages, and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Armistice has implemented various protections designed to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time, or cease to function properly, it may be necessary for Armistice or a service provider to make a significant investment to fix or replace them or otherwise seek to remedy the effect of these issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of Armistice and/or the Funds and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information. A cybersecurity breach could expose either or both of Armistice and the Funds to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information, and reputational damage), civil liability, and/or regulatory inquiry and/or action. Furthermore, Armistice and the Funds cannot control the cybersecurity plans, strategies, systems, policies, and procedures put in place by service providers to the Funds, the issuers in which the Funds invests, counterparties with which the Funds engage in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies, and/or other financial institutions.

Risk Management: Although Armistice attempts to identify, monitor, and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Moreover, many risk management techniques, including those employed by Armistice, are based on historical market behavior, but future market behavior may be entirely different and, accordingly, the risk management techniques employed on behalf of the Funds may be incomplete or altogether ineffective. Similarly, Armistice may be ineffective in implementing or applying risk management techniques. Any inadequacy or failure in risk management efforts could result in material losses to the Funds.

Systems and Operational Risk: Armistice relies on certain financial, accounting, data processing, and other operational systems and services that are employed by Armistice and/or by third party service providers, including prime brokers, the third-party administrator, market counterparties, and others. Many of these systems and services require manual input and are susceptible to error. These programs or systems may be subject to certain defects, failures, or interruptions. For example, Armistice and the Funds could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated, or accounted for or related to other similar disruptions in the clients' operations. In addition, despite certain measures established by Armistice and third-party service providers to safeguard information in these systems, Armistice, the Funds, and their third-party service providers are subject to risks associated with a breach in cybersecurity that may result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. Any such errors and/or disruptions may lead to financial losses, the disruption of client trading activities, liability under applicable law, regulatory intervention, and/or reputational damage.

Business, Terrorism and Catastrophe Risks: Advisory Clients will be subject to the risk of loss arising from exposure that may be incurred, indirectly, due to the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism, and other catastrophic events, such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on Armistice's business and Advisory Clients' portfolios.

The foregoing is a summary of some of the significant risks associated with investing in an Advisory Client. This summary does not attempt to describe all risks associated with such an investment. It is critical that Fund investors and prospective investors refer to the relevant confidential private offering memorandum, explanatory memorandum, and/or other governing documents for a complete understanding of the material risks involved in relation to the Advisory Clients' investment strategies and methods of analysis. The information contained herein is a summary only and is qualified in its entirety by such documents.

ITEM 9 – DISCIPLINARY INFORMATION

There have been no legal or disciplinary events that are material to a prospective or current investor's evaluation of Armistice's advisory business or the integrity of Armistice's management.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The General Partner serves as the general partner of the Domestic Fund and Armistice serves as investment manager to the Funds. Armistice, its employees, or their related persons may also invest directly in the Funds. It should be noted that investments in the Funds made by such parties are generally not subject to the management fees or performance-based fees described in Item 5 above. Further, investments made by the General Partner and certain of such related parties have more frequent liquidity terms than those described in the Funds' governing documents.

The Managing Member serves on the board of directors for certain of the companies in which the Funds invests. The Managing Member does not receive any compensation in relation to such activities. As detailed in Item 11, the Managing Member is subject to restrictions on personal transactions, pre-clearance and has on-going reporting obligations.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Armistice has adopted a written Code of Ethics that it reasonably believes complies with the requirements of Advisers Act Rule 204A-1. The Code of Ethics is part of Armistice's Compliance Manual. In addition to ensuring the protection of non-public information about the activities of the Funds and investors therein, the Code of Ethics imposes restrictions on personal transactions, including pre-clearance and reporting obligations on Armistice's employees or "Access Persons." Specifically, in recognition of Armistice's fiduciary obligations to the Advisory Clients, Armistice generally prohibits its Access Persons from trading in any Reportable Security, except exchange traded funds (or options on ETFs), private securities (including the Funds), or the closure of an existing investment the Access Person had prior to joining Armistice. Further, Armistice's Code of Ethics requires each of its Access Persons to pre-clear any transactions in their personal accounts that involve a Reportable Security (other than exchange traded funds, including options on ETFs). Pre-clearance requests will be reviewed and then approved/denied by Armistice's Chief Compliance Officer, the Chief Financial Officer, or Managing Member after careful consideration to the attendant conflicts of interests (if any). In the case of the Funds, a completed subscription agreement is evidence of pre-approval. Furthermore, in compliance with Advisers Act Rule 204A-1, each Access Person is required to submit to Armistice's Chief Compliance Officer (or his designated person) securities holdings reports upon employment (or being deemed an Access Person) and on an annual basis thereafter. In addition, all securities transactions are reported by Access Person on a quarterly basis. The Chief Compliance Officer (or his designee) reviews such reports upon receipt.

A copy of Armistice's Code of Ethics is available to investors or prospective investors upon request made to Armistice's Chief Compliance Officer at 212-231-4930 or at compliance@armisticecapital.com.

As explained in Item 10 above, the General Partner serves as the general partner of the Domestic Fund and Armistice serves as investment manager to the Funds. Armistice, its employees, or their related persons may also invest directly in the Funds. It should be noted that investments in the Funds by Armistice, its employees, or related persons are generally not subject to the Management Fee and/or the Incentive Allocation described in Item 5. Further, investments made by the General Partner and certain of such related parties have less restrictive liquidity terms than those described in the Funds' governing documents.

The fact that Armistice, its affiliates, its employees or their related persons have a financial ownership interest in the Funds creates a potential conflict in that it could cause Armistice to make different investment decisions than if they did not have such a financial ownership interest. Further, Armistice receives compensation based on a percentage of assets under management from the Funds. This asset-based fee is payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of Armistice to raise or otherwise increase assets under management to a higher level than would be the case if Armistice were receiving a lower or no asset-based fee. The receipt of an Incentive Allocation by Armistice may create an incentive for Armistice to make/recommend investments that are riskier or more speculative than it otherwise would. Armistice, however, understands that it is a fiduciary of its Advisory Clients and investors, and, accordingly, makes all investment decisions with that relationship in mind.

Complete fee disclosures are provided to investors in the governing documents of the Funds and should be carefully reviewed. Further, as noted above, Armistice has established a Code of Ethics that sets forth a standard of business conduct that takes into account Armistice's status as a fiduciary and requires Access Persons to place the interests of the Advisory Clients above their own interests. Armistice further addresses these potential conflicts through the use of disclosure of potential conflicts of interest and risks in offering documents provided to prospective investors, and required suitability criteria for investors.

The Feeder Funds implement their investment program indirectly by each investing substantially all of their assets in a master-feeder fund structure through the Master Fund.

Access Persons of Armistice may also buy, sell, or otherwise invest in certain securities that Armistice also recommends to the Advisory Clients. Armistice seeks to monitor the potential conflicts of interest within the firm as it relates to Access Person's personal trading. Each such Access Person transaction is strictly required to be made in accordance with Armistice's Code of Ethics. In this regard, as noted above, employees are subject to pre-clearance and periodic reporting requirements of their holdings and securities transactions under the firm's Code of Ethics. The Chief Compliance Officer reviews Access Persons' personal transaction reports to make sure each Access Person is conducting his or her personal securities transactions in a manner that is consistent with the Code of Ethics.

The General Partner, Armistice, each of their respective directors, members, partners, shareholders, officers, employees, agents, and affiliates (hereinafter referred to as the "Affiliated Parties") may have, make, and maintain investments in their own name or through other entities and may serve as an officer, director, consultant, partner, or stockholder of one or more investment funds, partnerships, securities firms, or advisory firms. Such other entities or accounts may have investment objectives or may implement investment strategies similar or different to those of the Advisory Clients. In addition, the Affiliated Parties may, through other investments, including other investment funds, have interests in the securities in which the Advisory Clients invest, as well as interests in investments in which the Advisory Clients do not invest.

Armistice seeks to monitor the potential conflicts of interest within the firm as it relates to employees' outside business activities. Upon employment, employees are required to disclose any outside business activities and annually update/attest to this information. Further, to the extent an employee is seeking to engage in a new outside business activity, such employee must seek pre-approval from the Chief Compliance Officer. As previously noted, Armistice's Code of Ethics requires its Access Persons to pre-clear certain transactions in their personal accounts that involve a Reportable Security. Such pre-clearance requests will be reviewed and then approved or denied by Armistice's Chief Compliance Officer, Chief Financial Officer, or Managing Member only after careful consideration to the attendant conflicts of interest, if any.

ITEM 12 – BROKERAGE PRACTICES

Armistice considers a number of factors in selecting brokers to execute transactions and determining the reasonableness of any such broker's compensation. In selecting brokers or dealers to execute transactions, Armistice is not required to solicit competitive bids and does not have an obligation to seek the lowest available commission. In selecting brokers and negotiating commission rates, Armistice will take into account the financial stability and reputation of brokerage firms, and the research, brokerage, or other services provided by such brokers. The research and other brokerage services provided by the broker executing trades are included in the commission rate.

When Armistice uses Advisory Client brokerage commissions (or markups or markdowns) to obtain research or other products or services, it receives a benefit because it does not have to produce or pay for the research, products or service, and these benefits provide an incentive for Armistice to select a broker based on its interest in receiving such products or services, rather than on the Advisory Clients' interest in receiving best execution.

Armistice may cause the Advisory Clients to pay commissions (or markups or markdowns) higher than those charged by other brokers in return for soft dollar benefits (known as paying-up), which may result in higher transaction costs for the Advisory Clients. Although Armistice will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and, thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. However, Armistice seeks to actively negotiate lower transaction costs, primarily through reduced commissions, on behalf of the Advisory Clients.

Research and brokerage services obtained by the use of commissions arising from certain of its Advisory Clients' portfolio transactions are used by Armistice in its other investment activities and for other Advisory Clients, and, therefore, any one Advisory Client may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Section 28(e) of the Exchange Act is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. Armistice limits the use of "soft dollars" to obtain research and brokerage services that fall within the Section 28(e) safe harbor. In the past year, research and related services furnished by brokers included, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial, and economic studies and forecasts; financial publications; discussions with research personnel and access to industry conferences hosted by brokers; meetings with corporate executives; data services (including services providing market data, company financial data, and economic data); advice from broker-dealers on order execution; and brokerage services within Section 28(e), including services related to the execution, clearing, and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between the Adviser and a broker-dealer and other relevant parties, such as custodians).

Armistice addresses the potential conflicts of interest in connection with its brokerage practices through its best execution review process. Armistice's best execution review process includes an analysis of overall performance of brokers in light of the amount of business directed to such brokers. Further, soft dollar payments and arrangements are reviewed by the Chief Compliance Officer and/or the Chief Financial Officer to ensure such payments and arrangements are consistent with Armistice's policies and comply with the safe harbor afforded by Section 28(e).

The General Partner and Armistice may receive consulting assistance services from the Prime Brokers, including selecting third-party service providers. The Prime Brokers provide such consulting assistance services in complement to, and not in place of, the independent professional advisors and service providers

of the General Partner and Armistice. The benefits provided to the General Partner and Armistice by receipt of the consulting assistance services from the Prime Brokers assists the General Partner and Armistice, directly or indirectly, in the provision of efficient investment management services to the Advisory Clients and to other third parties. The receipt by the General Partner and Armistice of the assistance services from the Prime Brokers may give rise to an actual or potential conflict of interest for the General Partner and Armistice, which will manage any such actual or potential conflict of interest, including by not allocating business or effect transactions on behalf of the Advisory Clients with the Prime Brokers where to do so would conflict with the duty of the General Partner and Armistice to the Advisory Clients.

In selecting brokers to execute transactions on behalf of the accounts of certain of its Advisory Clients, Armistice has placed (and may continue to place) transactions with a broker or dealer that (i) provides Armistice with the opportunity to participate in capital introduction events sponsored by the broker; or (ii) refers investors to a Fund, if otherwise consistent with seeking best execution. While Armistice recognizes that it has an incentive to favor a broker that provides capital introduction services to Armistice or otherwise refers prospective Fund investors, Armistice does not select brokers in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

Armistice acts in a fair and equitable manner in allocating investment and trading opportunities among the Advisory Clients. As of the date of this Brochure, Armistice's only clients are the Funds. The Domestic Fund and the Offshore Fund invest substantially all of their assets in the Master Fund and Armistice maintains one trading account for the Master Fund, to which it allocates all investment opportunities. Prior to the establishment of any other client accounts, Armistice will refer to its aggregation and allocation of investment opportunities policies and procedures among client accounts, as detailed within its Compliance Manual.

ITEM 13 – REVIEW OF ACCOUNTS

The Advisory Clients' portfolios are under continuous review by Mr. Boyd, Managing Member of Armistice. Mr. Boyd reviews the portfolio on a daily basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines, and the performance of the Advisory Clients.

Additionally, the Chief Compliance Officer conducts periodic reviews of Armistice's trading to ensure consistency with applicable laws and regulations.

It should also be noted that significant market events affecting the prices of one or more securities in the Advisory Clients' accounts, and/or changes in the investment objectives or guidelines of the Advisory Clients may trigger reviews of the Advisory Clients' accounts.

Investors in the Funds receive the following written reports:

- performance estimates monthly;
- unaudited statistical summaries of the Funds monthly;
- investment letters periodically;
- Schedules K-1 (for those investors in the Domestic Fund) annually; and
- audited financial statements annually.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Armistice has engaged a solicitor to whom it pays cash or a portion of the advisory fees paid by investors referred to it by that solicitor. In such case, this practice is disclosed in writing to the investor and Armistice complies with all other applicable requirements of Rule 206(4)-3 under the Advisers Act.

ITEM 15 – CUSTODY

With respect to the Funds, Armistice is deemed to have custody by virtue of its status as investment manager. Armistice currently utilizes UBS Securities LLC (1258 Avenue of the Americas, New York, NY 10019), Morgan Stanley & Co. LLC (1585 Broadway, New York, NY 10036), Northern Trust International Banking Corporation (Harborside Financial Center Plaza 10, 3 Second Street, Jersey City, New Jersey 07311), and J.P. Morgan Securities LLC (383 Madison Avenue, 4th Floor, New York, NY 10179) as the qualified custodians for the cash and securities comprising the assets of the Funds.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Armistice reasonably believes that all investors in the Funds will be provided with audited financial statements for the respective Fund, which have been prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of the Funds' respective fiscal years. Investors should carefully review such audited financial statements.

ITEM 16 – INVESTMENT DISCRETION

Armistice has discretionary authority to manage the Advisory Clients. Armistice is authorized to make purchase and sale decisions for the Advisory Clients. As explained in Item 4.C above, individual investors in the Funds do not have the ability to impose limitations on Armistice's discretionary authority. Prospective investors in the Funds are provided with an offering memorandum and other relevant documentation prior to their investment and are encouraged to carefully review such materials, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors must also execute a subscription agreement, which constitutes a legal, valid, and binding obligation of the investor, and is enforceable in accordance with its terms. Further, prospective investors in the Domestic Fund must also execute a limited partnership agreement.

It is Armistice's policy to ensure that purchases or sales to be engaged in by the Advisory Clients will be done through third-party broker/dealers or other institutions (except with respect to certain private securities). As such, it is unlikely that any Funds will purchase or sell securities directly with each other; however, from time to time, Armistice may seek to execute transactions between client accounts to rebalance such client accounts. To the extent that any such transaction between Funds is contemplated by trading personnel of Armistice, the Chief Compliance Officer will be notified.

ITEM 17 – VOTING CLIENT SECURITIES

Armistice accepts the authority and has discretionary authority to vote proxies for the Advisory Clients. As such, Armistice has adopted proxy voting policies and procedures that address how Armistice votes proxies, including by taking into account that Armistice and its employees owe a fiduciary duty to the Advisory Clients and Fund investors. Prior to Armistice voting any proxies, the Chief Compliance Officer and the Managing Member determine if there are any material conflicts of interest related to the proxy in question. Proxies will be voted in a manner consistent with the long-term economic interest of the affected Advisory Client and in accordance with proxy voting instructions provided by the Managing Member.

Armistice keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received, internal documents created that were material to voting decisions, and any client requests for proxy voting records and Armistice's response. Advisory Clients and Fund investors may obtain (i) a copy of Armistice's proxy voting policies and procedures, and (ii) information on how Armistice has voted proxies with respect to the Advisory Clients' securities by contacting Armistice's Chief Compliance Officer or the Chief Financial Officer at 510 Madison Avenue, 7th Floor, New York, NY 10022, telephone: 212-231-4930.

ITEM 18 – FINANCIAL INFORMATION

This Item does not apply to Armistice.