

## **FIRM BROCHURE**

### **Alta Fox Capital Management, LLC**

640 Taylor Street, Suite 2522  
Fort Worth, Texas 76102

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## **ITEM 1: COVER PAGE**

**This brochure provides information about the qualifications and business practices of Alta Fox Capital Management, LLC (“Alta Fox”). If you have any questions about the information contained in this brochure, please contact us at 837-639-2374. 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.**

**This brochure does not constitute an offer, solicitation or recommendation to sell or an offer to buy any securities, investment products or investment advisory services. Such an offer may only be made to eligible persons by means of delivery of an offering memorandum and governing documents that contain the material terms relating to such investment, products, or services.**

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

### **Important Note About This Brochure**

This Part 2A of Form ADV: Brochure (the “Brochure”) is not:

- an offer or agreement to provide advisory services to any person;
- an offer to sell interests or a solicitation of an offer to purchase interests in any investment product or vehicle advised by Alta Fox; or
- a complete discussion of the features, risks or conflicts associated with any account advised by Alta Fox.

Alta Fox provides this Brochure to current and prospective investors.

Persons who receive this Brochure (whether or not from Alta Fox) should be aware that it is designed solely to provide information about Alta Fox as necessary to respond to certain disclosure obligations under the Advisers Act. Therefore, the information in this Brochure may differ from information provided in the materials that govern an account or investor relationship such as an advisory contract or a private fund’s governing documents.

**In no event should this Brochure be considered to be an offer of, or agreement to provide, advisory services directly to any recipient.**

## **ITEM 2: MATERIAL CHANGES**

This document is the initial Brochure for Alta Fox Capital Management, LLC. Pursuant to the SEC's requirements and rules, you will receive a summary of any material changes to the Brochure within one hundred twenty days of the close of Alta Fox's fiscal year.

The Brochure may be requested at any time, without charge, by contacting Alta Fox at 837-639-2374.

### **ITEM 3: TABLE OF CONTENTS**

<b>ITEM 2: MATERIAL CHANGES .....</b>	<b>3</b>
<b>ITEM 3: TABLE OF CONTENTS .....</b>	<b>4</b>
<b>ITEM 4: ADVISORY BUSINESS.....</b>	<b>5</b>
<b>ITEM 5: FEES AND COMPENSATION.....</b>	<b>6</b>
<b>ITEM 6: PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT.....</b>	<b>7</b>
<b>ITEM 7: TYPES OF CLIENTS .....</b>	<b>8</b>
<b>ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....</b>	<b>9</b>
<b>ITEM 9: DISCIPLINARY INFORMATION .....</b>	<b>14</b>
<b>ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....</b>	<b>15</b>
<b>ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....</b>	<b>16</b>
<b>ITEM 12: BROKERAGE PRACTICES .....</b>	<b>17</b>
<b>ITEM 13: REVIEW OF ACCOUNTS.....</b>	<b>18</b>
<b>ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION.....</b>	<b>19</b>
<b>ITEM 15: CUSTODY.....</b>	<b>20</b>
<b>ITEM 16: INVESTMENT DISCRETION .....</b>	<b>21</b>
<b>ITEM 17: VOTING CLIENT SECURITIES.....</b>	<b>22</b>
<b>ITEM 18: FINANCIAL INFORMATION.....</b>	<b>23</b>

## ITEM 4: ADVISORY BUSINESS

### FIRM DESCRIPTION

Alta Fox Capital Management, LLC (“Alta Fox”), a Texas limited liability company, was formed in 2018. Alta Fox currently provides investment management and other services solely with respect to an affiliated private pooled investment vehicle, Alta Fox Opportunities Fund, LP (“the Fund”). Alta Fox has full discretionary authority with respect to the investment decisions of the Fund. Our investment advisory services are provided in accordance with the investment objectives and guidelines set forth in the Fund offering and governing documents. The information set forth in this brochure is qualified in its entirety by the Fund offering and governing documents.

Alta Fox is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and one of our affiliates, Alta Fox GenPar, LP, is the general partner of the Fund (the “General Partner”). **See Item 10: Other Financial Industry Activities and Affiliations.** Except as the context otherwise requires, any references to “Alta Fox” or “our” in this brochure includes Alta Fox and the General Partner.

### PRINCIPAL OWNER

The Managing Member of Alta Fox and control person of the General Partner is Patrick Connor Haley.

### TYPES OF ADVISORY SERVICES

Alta Fox serves as investment manager to the Fund and is responsible for investing and re-investing the capital of the Fund in securities, financial instruments and/or other assets in accordance with the investment objectives, policies and guidelines set forth in the Fund’s offering and governing documents. **See Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.**

### INVESTMENT RESTRICTIONS

Alta Fox provides investment advice to the Fund in accordance with the investment objectives, policies and guidelines set forth in the Fund offering and governing documents, and not in accordance with the individual needs or objectives of any particular investor in the Fund. Investors generally are not permitted to impose restrictions on investments in certain securities or types of securities or limitations on the management of the Fund. Notwithstanding the foregoing, Alta Fox may in the future enter into, side letter agreements or similar arrangements with certain investors that have the effect of establishing rights under, or altering, modifying, waiving, or supplementing the terms of, the governing documents of the Fund in respect of such investors. Among other things, these agreements may entitle an investor in the Fund to lower fees, information or transparency rights, most favored nations status, investment capacity rights, notification rights, rights, or terms necessary or advisable in light of particular legal, regulatory, or policy considerations of or related to an investor, and/or other preferential rights and terms.

### ASSETS UNDER MANAGEMENT

As of December 31, 2020, Alta Fox had approximately \$167,448,950 in regulatory assets under management. All of these assets are managed on a discretionary basis.

## ITEM 5: FEES AND COMPENSATION

### DESCRIPTION OF COMPENSATION AND FEE SCHEDULE

In consideration of our advisory services, Alta Fox generally receives a management fee and a performance allocation with respect to the Fund. While our fees are described in detail in the Fund's governing and offering documents, a brief summary of our advisory fees is set forth below.

The Alta Fox Opportunities Fund currently offers two (2) classes of interests, subject to a twenty-four (24) month lockup period: "Class A Interests" (initial investment \$3MM or greater), and "Class B Interests" (initial investment less than \$3MM), which differ as to their Management Fee. Class A investors pay a 1.0% Management Fee while Class B investors pay a 2.0% Management Fee of each investor's capital account balance. The annual Management Fee is payable to Alta Fox, in advance of each quarter.

In addition, Class A and Class B investors pay a performance-based profit allocation, the performance allocation, to the General Partner, at the end of each calendar year, equal to 20.0% of the amount by which, generally, the Fund's net profits allocated to the limited partner's capital sub-account for the current calendar year exceeds the balance in the limited partner's carryforward account. Net profit includes unrealized appreciation or depreciation of both marketable and non-marketable investments.

#### Performance Allocation

Interests in the Fund are suitable only for sophisticated investors (i) that do not require immediate liquidity for their investments; (ii) for which an investment in the Fund does not constitute a complete investment program; (iii) that fully understand and are willing to assume the risks involved in the Fund's investment program; and (iv) that are (A) "accredited investors" under the United States ("U.S.") Securities Act of 1933, as amended (the "Securities Act") and (B) "qualified clients," as that term is defined in the rules of the Advisers Act. The Interests are being offered subject to the right of the General Partner, in its sole and absolute discretion, to reject any subscription, in whole or in part, for any or no reason.

Our advisory fees with respect to each investor in the Fund generally are not negotiable. However, Alta Fox may in the future enter into, side letters or similar arrangements with certain investors that grant different terms (including lower fees) to such investors than the terms generally applicable to other investors in the Fund.

### OTHER FEES AND EXPENSES

In general, the Fund will bear all of its operating expenses (collectively, the "Fund Expenses"), which expenses will include, without limitation: organizational and offering expenses, all costs and expenses incurred in sourcing, negotiating, investigating, researching, financing, structuring of investments, travel, research, etc. The Fund also bears all out-of-pocket costs of the administration of the Fund, including accounting, audit and legal expenses, costs of any litigation or investigation involving the Fund's activities and costs associated with reporting and providing information to existing and prospective investors. However, the General Partner may, in its sole discretion, choose to absorb any such expenses incurred on behalf of the Fund. Fund expenses shall not exceed 0.5% of annual average net asset value (applied to each capital account on a pro rata basis for a portion of such year the capital account was in existence).

The Fund bears all costs and expenses related to its investment program, including expenses related to proxies, underwriting and private placements, Bloomberg terminals, research, trade publications, brokerage commissions, interest on debit balances or borrowings, custody fees and any withholding or transfer taxes imposed on the Fund.

As noted above, the Fund is generally responsible for and pays all brokerage commissions and other transaction costs. **See Item 12: Brokerage Practices.**

### COMPENSATION FOR THE SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS

Neither Alta Fox nor any of our supervised person accepts compensation for the sale of securities or other investment products.

## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT**

### **PERFORMANCE-BASED ALLOCATIONS**

As noted under **Item 5: Fees and Compensation** above, the General Partner, an affiliated entity, is entitled to receive performance allocations with respect to the Fund. Performance allocations could motivate us to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. Because the performance allocation is calculated on a basis that includes unrealized appreciation in the Fund's portfolio based upon values assigned by us, Alta Fox faces a conflict of interest in valuing the Fund's portfolio. Alta Fox addresses these conflicts through full and fair disclosure in the Fund's offering and/or governing documents and/or this brochure.

### **SIDE-BY-SIDE MANAGEMENT**

Alta Fox does not engage in side-by-side management with clients that do not pay a performance allocation.

## **ITEM 7: TYPES OF CLIENTS**

### **DESCRIPTION**

Alta Fox currently provides investment advisory and management services to our affiliated private investment Fund. The Fund has various types of investors, including, but not limited to, trusts, family offices, natural persons, individual retirement accounts and other entities. Alta Fox may, in the future, provide investment advice to other types of clients.

### **ACCOUNT REQUIREMENTS**

The minimum initial capital contribution generally required from an investor in the Alta Fox Opportunities Fund is \$200,000, although capital contributions of lesser amounts may be accepted at the discretion of the General Partner or Alta Fox.

Each investor in the Alta Fox Opportunities Fund generally must be, among other things (i) an “accredited investor,” as such term is defined in Rule 501(a) of Regulation D under the Securities Act, and (ii) a “qualified purchaser,” as such term is defined in Section 3(c)(7) of the Investment Company Act. In addition, each respective investor is required to complete and return various subscription documents to Alta Fox, which are designed to provide the Fund, us and our affiliates and agents with important information about the prospective investor. Subscriptions may be accepted or rejected, in whole or in part, in the discretion of the General Partner or Alta Fox.



## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **METHODS OF ANALYSIS AND INVESTMENT STRATEGY**

The Alta Fox Opportunities Fund's investment objective is to produce positive, attractive risk-adjusted returns through full market cycles. Alta Fox will employ a long/short investment strategy with its primary focus on underfollowed small and micro-cap securities across a variety of sectors. Alta Fox intends to utilize a bottom-up, fundamental-based research process within a long/short equity strategy. The Fund's investments will be diversified across a variety of sectors.

Typically, a significant portion of the Fund's total gross exposure will be in small and micro-cap securities. Additionally, the Fund will invest in high quality large-cap companies and in special situations, including, without limitation, merger arbitrage, liquidations, and spinoffs.

Alta Fox will endeavor to invest the assets of the Fund in accordance with the targets described above but may vary it from these targets at any given time due to factors including, but not limited to, changing market conditions, new investment opportunities, liquidity conditions, and market regulations.

The investment strategies described herein are those that Alta Fox expects to employ on behalf of the Fund. However, except as expressly set forth herein, there are no limitations on the investment strategies that the Fund may employ in order to opportunistically respond to, or to take advantage of, changing market conditions and new investment opportunities. There can be no assurance that the Fund's investment objective will be achieved, and investment results may vary substantially on a monthly, quarterly, and annual basis.

### **CERTAIN RISK FACTORS**

There can be no assurance that the Fund will achieve its investment objectives or that investments will be successful. The Fund's investment strategies will involve a substantial degree of risk, including the risk of complete loss. Nothing in this brochure is intended to imply, and no one is or will be authorized to represent, that an investment in the Fund will be low risk or risk free. The Fund's investment strategy and programs are appropriate only for sophisticated persons who fully understand and will be capable of bearing the risks of investment. Prospective investors should consider the following risks, among others, before making any investment decisions. The various risks outlined below are not the only risks associated with the Fund. Investors are urged to consult with their own independent financial, legal and tax advisors. The following risks are qualified in their entirety by the risks set forth in the Fund's offering documents.

#### **General Investment and Portfolio Risks**

*Lack of Operating History.* The Fund is a recently-formed entity which has a limited operating history for prospective investors to evaluate prior to making an investment in a Fund.

*Investment Judgment; Market Risk.* The profitability of a significant portion of the Fund's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Alta Fox will be able to accurately predict these price movements. The prices of many of the securities and other investment instruments in which the Fund invests are highly volatile and market movements are difficult to predict. Investment analyses and decisions may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available at the time of making an investment decision may be limited, incomplete or erroneous, and therefore no assurance can be given that all circumstances that may adversely affect an investment will be known. Depending upon the investment strategies employed and market conditions, the Fund may be adversely affected by unforeseen events involving such matters as political crises, military actions, terrorist attacks, natural disasters, public health issues (including viral outbreaks and pandemics such as the COVID-19 coronavirus), changes in currency exchange rates or interest rates, forced redemptions of securities or acquisition proposals, regulatory intervention or general market conditions creating illiquidity or pricing anomalies or value impairment. With respect to the investment strategy utilized by the Fund, there is always some, and occasionally a significant, degree of market risk.

*Reliance on Key Person.* The Fund will be substantially dependent on the services of Mr. Haley, the Chief Investment Officer and Managing Member. In the event of the death, disability, departure or insolvency of Mr. Haley, or the complete transfer of the owner's interest in Alta Fox, the business of the Fund may be adversely affected. Mr. Haley will devote such time and effort as he deems necessary for the management and administration of the Fund's business. However, Mr. Haley may engage in various other business activities in addition to managing the Fund, and consequently may not devote all time to the Fund's business.

*Illiquidity.* The investments made by the Fund may be very illiquid, and consequently the Fund may not be able to sell such investments at prices that reflect the General Partner's assessment of their value or the amount paid for such investments by the Fund. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual, or other restrictions on their resale by the Fund and other factors. Furthermore, the nature of the Fund's investments may require a long holding period prior to profitability. The Partnership Agreement authorizes the General Partner to make distributions in kind of securities in lieu of or in addition to cash. In the event the General Partner makes distributions of securities in kind, such securities could be illiquid or subject to legal, contractual, and other restrictions on transfer.

*Short Sales.* The Fund may enter into transactions, known as "short sales," in which it sells a security it does not own in anticipation of a decline in the market value of the security. Short sales by the Fund that are not made "against the box" theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. The Fund may mitigate such losses by replacing the securities sold short before the market price has increased significantly. Under adverse market conditions, the Fund might have difficulty purchasing securities to meet its short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

*Derivatives.* Derivative instruments, or "derivatives," include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies, or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, currency, or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are "leveraged," and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom the Fund contracts for the purpose of making derivative investments (the "*Counterparty*"). In the event of the Counterparty's default, the Fund will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts it is contractually entitled to receive.

*Small- and Micro-Capitalization Company Risk.* The small- and micro-capitalization companies in which the strategy may invest in may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small- and micro-capitalized companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets, and financial resources, and may depend upon a relatively small management group. Therefore, small- and micro-cap stocks may be more volatile than those of larger companies.

*Foreign Securities.* Investments in foreign securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar (the currency in which the books of the Fund are maintained) and the various foreign currencies in which the Fund's portfolio securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and foreign securities markets, including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; (iv) imposition of foreign income, withholding or other taxes; and (v) the extension of credit, especially in the case of sovereign debt.

*Leverage.* Subject to applicable margin and other limitations, the Fund may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the Fund's portfolio would be amplified. Interest on borrowings will be a portfolio expense of the Fund and will affect the operating results of the Fund. Also, the Fund could potentially create leverage via the use of instruments such as options and other derivative instruments.

*Options.* Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (*i.e.*, the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (*i.e.*, sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

*Performance Allocation.* The Performance Allocation made to the General Partner may create an incentive for the Alta Fox, an affiliate of the General Partner, to make investments that are riskier or more speculative than would be the case in the absence of such Performance Allocation.

*Possible Effect of Withdrawals.* Limited Partners may withdraw capital from their respective Capital Accounts in accordance with the terms of the Partnership Agreement. A significant withdrawal of capital from the Fund could require the Fund to liquidate investments more rapidly than otherwise desirable to raise the necessary cash to fund the withdrawals and to achieve an investment allocation appropriately reflecting a smaller portfolio. This may cause a temporary imbalance in the Fund's portfolio, which may adversely affect the remaining Limited Partners.

*Concentration of Holdings.* Although Alta Fox has adopted informal guidelines on diversification, those guidelines are subject to change by Alta Fox, and there are no limits on our investment discretion that requires diversification by issuer, industry, or market or that impose position size limitations. At any given time, it is therefore possible that Alta Fox may select positions that are concentrated in a particular market or industry, or in a limited number or type of securities. Limited diversity could expose the Fund to losses disproportionate to general market movements if there are disproportionately greater adverse price movements in those positions.

*Diversification.* Since the Fund's portfolio will not necessarily be widely diversified, the investment portfolio of the Fund may be subject to more rapid changes in value than would be the case if the Fund were required to maintain a wide diversification among companies, securities, and types of securities.

*Valuations.* From time to time, certain situations affecting the valuation of the Fund's investments (such as limited liquidity, unavailability or unreliability of third-party pricing information and acts or omissions of service providers to the Fund) could have an impact on the net asset value of the Fund, particularly if prior judgments as to the appropriate valuation of an investment should later prove to be incorrect after a net asset value-related calculation or transaction is completed. The Fund is not required to make retroactive adjustments to prior subscription or withdrawal transactions or Management Fees or Performance Allocations based on subsequent valuation data.

## **Operational and Regulatory Risks**

*Counterparty Risk.* The Fund is subject to the risk that counterparties of derivative contracts and other instruments in which it invests and trades may default on their obligations under those instruments and that certain events may occur that have an immediate and significant adverse effect on the value of those instruments. Some of the markets in which the Fund effects its transactions are over-the-counter or inter-dealer markets. The participants in such markets are typically not subject to credit evaluation by an exchange or clearing organization and regulatory oversight as are members of exchange-based markets. The Fund therefore is exposed to a greater risk that a counterparty will not timely settle a transaction or otherwise perform its obligations in accordance with contractual 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 Fund to suffer a loss. Such counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with

a single or small group of counterparties. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement of positions and segregation and minimum capital requirements applicable to intermediaries. Although the Fund intends to enter into transactions only with counterparties that the Investment Manager believes to be creditworthy, will attempt to reduce the Fund's exposure by obtaining collateral in appropriate cases and will pursue any available remedies under any of these contracts, there can be no assurance that a counterparty will not default and that the Fund will not sustain a loss on a transaction as a result. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Concentration of transactions with a limited number of counterparties could increase the potential for losses by the Fund. The Fund is subject to the risk of failure of any of the exchanges on which its positions trade or of their clearinghouses.

*Information Security - General.* The Fund, Alta Fox, the General Partner, their respective service providers, and relevant listing exchanges are heavily reliant upon internet connected information technology systems which are inherently vulnerable to attacks by malicious third parties and unauthorized disclosure due to incorrect configuration, operating error(s), known and unknown vulnerabilities, and system behavior(s). Similar types of risks are also present for issuers of securities in which the Fund invests, which could result in material adverse consequences for such issuers and cause the Fund's investment in such portfolio companies to lose value. Alta Fox and the General Partner have implemented controls which comply with applicable laws and regulations, but they, and the issuers of securities in which the Fund invests, and their respective vendors, are unable to completely prevent unauthorized access to their information systems and may be unable to anticipate evolving threat vectors and as a result be unable to prepare mitigating mechanisms to limit these inherent risks. If an information system compromise or disruption occurs, the Fund, Investment Manager, the General Partner, or the issuers of securities in which the Fund invests may face material increases in their costs associated with response, repair, and mitigation which may result in material adverse consequences for such affected party. Compromise or disruption could also result in the inability of the impacted party to operate its business, violations of applicable laws, regulatory fines, reputational damage, and the compromise of sensitive Investor information resulting in a direct financial loss through identity or account theft. These risks may not be covered by insurance, and insurance policies which do cover such risks may exist only on the surplus lines market and may be subject to extensive exclusions and limitations.

*Security – Unauthorized Systems Access.* The systems (including hardware, networking, software, SaaS, and PaaS), including the data stored thereon, used by the Fund, the General Partner, Alta Fox, the issuers of securities in which the Fund invests, and their respective service providers are at risk of unauthorized access by internal and external parties, including via misconfiguration, credential mismanagement, unauthorized privilege escalation, failures to limit account access, unmitigated known vulnerabilities, previously unknown vulnerabilities ("zero-day" attacks), the compromise of any entity within the supply chain (including during the provision of software updates), phishing and identity falsification attacks, organized criminal activity, the actions of Advanced Persistent Threats ("APT's"), ransomware, insecure APT's, code development practices, and the violation of information policies and practices by agents or employees. It may not be possible to recover or repair systems or data which become compromised through any of these means and such unauthorized access may result in the disclosure of sensitive personal data resulting in a material adverse effect for party experiencing the compromise including potential legal claims and adverse regulatory actions.

*Security – System Disruption.* The systems (including hardware, networking, software, SaaS, and PaaS), including the data stored thereon, used by the Fund, the General Partner, Alta Fox, the issuers of securities in which the Fund invests, and their respective service providers are at risk of being rendered inoperable even without a security breach as a result of a failure of the internet infrastructure (including telecommunications providers, local connection exchanges, DNS managers and providers), poor maintenance or redundancy practices, lack or failure of business continuity/disaster recovery procedures, denial of service attacks and similar attacks which are likely to proliferate with and become increasingly disruptive as a result of broader adoption of the Internet of Things can each result in operational disruption which prevents the impacted party from operating its business for a period of time, potentially incurring financial loss and loss of customer goodwill.

*Data Privacy & Cybersecurity Laws.* Governments continue to address the evolving use of information systems and the transfer and management of personal data. These regulations, including the European General Data Protection Regulation, the California Consumer Privacy Act, and potential future regulation could impose material operational costs on the Fund, the General Partner, Alta Fox, the issuers of securities in which the Fund invests, and their respective

service providers, and a failure by any of these parties to comply with such regulations could result in substantial fines and other regulatory enforcement action which results in a materially adverse effect. Industry specific regulations, including those promulgated by states, may impose additional operating costs, materially conflict in a manner which excludes market access to a particular territory, and otherwise adversely impact the financial performance of the regulated party.

*Agreements with Certain Limited Partners.* The Fund or the General Partner has entered into, and may in the future enter into, “side letter” agreements with certain Limited Partners pursuant to which the Fund may give certain Limited Partners rights not granted to other Limited Partners, including one or more of the following: (i) reduced Management Fees, (ii) reduced Performance Allocation and (iii) the right to withdraw all or a portion of their investment in the Fund on shorter notice and/or with more frequency than the terms described in this Memorandum. As a result, certain Limited Partners may be able to withdraw their Interests at times when other Limited Partners may not. Subject to applicable law, the Fund does not intend to disclose the terms of such side letter agreements and does not intend to disclose the identities of the Limited Partners that have entered into such agreements.

*Epidemics, Pandemics, and Public Health Issues.* Our business activities, as well as our clients and their operations and investments, could be adversely affected by the outbreaks of epidemics in China and globally, such as Coronavirus, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, or other epidemics. Specifically, Coronavirus, or COVID-19, has been spreading rapidly around the world since December 2019 and has negatively affected the global economy and the stock market. Although the long-term effects of coronavirus cannot currently be predicted, previous occurrences of other pandemic and epidemic diseases, such as H5N1 and H1N1, had an adverse effect on the economies of those countries in which they were most prevalent. A recurrence of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally, which would adversely affect the business, financial condition and operations of us and our clients. Should these or other major public health issues, including pandemics, arise or spread farther, Alta Fox and its clients could be adversely affected by more stringent travel restrictions, additional limitations on the firm’s operations or business and governmental actions limiting the movement of people between regions and other activities or operations.

**THE PRECEDING DISCLOSURE REGARDING RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE DESCRIPTION OR EXPLANATION OF THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE FUND. SUBSTANTIAL ADDITIONAL RISKS MAY BE PRESENT IN CONNECTION WITH AN INVESTMENT IN THE FUND. AN INVESTMENT IN THE FUND COULD RESULT IN A COMPLETE AND TOTAL LOSS.**

## **ITEM 9: DISCIPLINARY INFORMATION**

Neither Alta Fox nor any of our employees have been involved in any legal or disciplinary events related to past or present investment clients or investors.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **OTHER ACTIVITIES**

Alta Fox will devote such time to the Fund's affairs as is consistent with achieving the respective Fund's investment objectives. However, except as otherwise provided in the Fund's operating and/or governing documents, Alta Fox and any of our affiliates may engage in any activity permitted by applicable law.

### **AFFILIATED GENERAL PARTNER**

Alta Fox GenPar, LP serves as the General Partner to the Fund. The General Partner is controlled by its general partner, Alta Fox Equity, LLC, a Delaware limited liability company controlled by Patrick Connor Haley.

### **OTHER REGISTRATIONS**

Neither Alta Fox, the General Partner nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or as an associated person of the foregoing entities.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **CODE OF ETHICS**

Pursuant to Advisers Act Rule 204A-1, Alta Fox has adopted and implemented a code of ethics, which sets forth standards of business conduct for our employees. Our code of ethics is primarily designed to educate employees about our philosophy regarding ethics and professionalism, emphasize our fiduciary duties to clients, encourage employees to comply with applicable laws, prevent the misuse of material non-public information, the circulation of rumors and other forms of market abuse and address conflicts of interest that arise from personal trading by employees. Among other things, Alta Fox imposes restrictions on employees, relating to the purchase or sale of securities for accounts with respect to which they have beneficial ownership and the accounts of certain affiliated persons. Such individuals are required to disclose, and in certain instances, seek pre-approval for their personal securities transactions and personal securities holdings. Alta Fox also maintains certain policies and procedures designed to prevent employees from misusing material non-public information and to address certain actual and potential conflicts of interest that may arise when supervised persons engage in outside business activities; make political contributions; or accept, provide, offer, or give gifts or entertainment events. A copy of our code of ethics is available to investors and prospective investors upon request.

### **PERSONAL TRADING ACTIVITIES**

Alta Fox, the General Partner, and other employees and their respective affiliates may not purchase, or sell for their own account(s) financial instruments that are recommended to, purchased, or sold on behalf of, the Fund. Alta Fox generally allows trading in open-end mutual funds and exchange traded funds that are based on a broad index. In addition, Alta Fox requires pre-clearance of investments in private placements or initial public offerings made by our employees and strictly prohibits “front running.”

### **TRANSACTIONS INVOLVING CONFLICTS OF INTEREST**

Alta Fox may cause the Fund to enter into transactions and arrangements involving actual or potential conflicts of interest. Alta Fox will review any transactions involving material conflicts of interest and take such actions as Alta Fox deems necessary or appropriate in an attempt to ensure that the terms of such transactions are fair and reasonable under the circumstances (including, without limitation, obtaining consent with respect to such transactions).

Alta Fox employees may, on occasion, accept gifts or invitations to entertainment but must always act in the best interest of Alta Fox, the Fund and its clients and avoid any activity that might create an actual or perceived conflict of interest or impropriety in the course of the firm’s business relationships. Alta Fox’s gift and entertainment policy implements internal controls to monitor such activity, which include reporting or seeking pre-approval before giving or accepting gifts and entertainment of significant value and prohibiting or limiting the provision or receipt of cash gifts or entertainment to government employees, foreign officials, and certain other categories of recipients.

Alta Fox employees may from time-to-time make political or charitable contributions. Certain employees are required to report, and/or request preapproval for political contributions made to any political official, candidate for political office, political party, or political action committee (“PAC”). Political contributions are generally permitted except where such contributions may raise issues under the pay-to-play rule.



## **ITEM 12: BROKERAGE PRACTICES**

### **SELECTING BROKERAGE FIRMS**

In general, Alta Fox has the authority to select the brokers and other counterparties to be used for Fund transactions and negotiate commission rates and other monies paid by the Fund. Alta Fox selects broker-dealers on the basis of obtaining the best execution for the Fund, which Alta Fox evaluates based on a variety of factors, including, among other things: the broker-dealer's research capabilities and the success of prior research recommendations (including private equity financings), ability to efficiently execute difficult trades (such as those in illiquid markets or trades of substantial size), the broker's risk in positioning a block of securities, commitment of capital, access to new issues, nature and frequency of sales coverage, depth of services provided, including economic or political coverage, arbitrage and option operations, back office and processing capabilities, financial strength, stability and responsibility, efficiency, reputation, access to markets, confidentiality, commission rate, responsiveness to Alta Fox and the value of research and brokerage and research products and services provided by such brokers. In addition, subject to Alta Fox's obligation to seek best execution, Alta Fox may consider referrals of investors in selecting brokers. See "Brokerage for Investor Referrals" below. Because commission rates in the U.S., as well as other jurisdictions, are negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may at times result in higher transaction costs than would otherwise be obtainable.

### **BEST EXECUTION**

In placing orders for the purchase and sale of securities, Alta Fox seeks best net execution, which includes both commissions and execution prices. Orders are placed with brokers or dealers which Alta Fox believes to be responsible and provide effective execution of Fund orders under conditions most favorable to the respective Fund.

### **SOFT DOLLAR PRACTICES**

Alta Fox does not use soft dollars generated by the Fund to pay for certain research and/or related services provided by brokers described above. The term "soft dollars" refers to the receipt by an investment manager of products and services (including research) provided by brokers without any cash payment by Alta Fox, based on the volume of revenues generated from brokerage commissions for transactions executed for clients of Alta Fox. The products and services available from brokers include both internally generated items (such as research reports prepared by employees of the broker) as well as items acquired by the broker from third parties (such as quotation equipment).

### **BROKERAGE FOR INVESTOR REFERRALS**

From time to time, our third-party brokers may provide opportunities for us to be introduced to potential investors. Our prime brokers or their affiliates may provide capital introduction or other placement services to the Fund and Alta Fox (with or without separate charges for such other services). Such "capital introduction" opportunities may influence our decision to use (or continue to use) the services of these brokers, rather than selecting brokers solely based on the Fund's interest in receiving the most favorable execution. However, Alta Fox does not compensate brokers for capital introductions and such introductions are not material factors in Alta Fox's best execution evaluations.

### **DIRECTED BROKERAGE**

Alta Fox does not recommend, request, or require clients to direct us to execute transactions through a specified broker-dealer. Alta Fox also does not permit clients to direct brokerage for order execution purposes.

### **ORDER AGGREGATION AND ALLOCATION OF INVESTMENT OPPORTUNITIES**

As Alta Fox currently only has one client, transactions for the Fund are not aggregated or allocated.

### **TRADE ERRORS**

Alta Fox has adopted policies and procedures regarding the handling and resolution of trade errors in our compliance manual. Consistent with our fiduciary duties, our policy is to use the utmost care in making and implementing investment decisions with respect to client accounts. To the extent trading errors occur, Alta Fox seeks to ensure that the client's best interests are served. Consistent with provisions in Fund legal documents, the Fund generally will be responsible for trade errors (except for errors caused by the bad faith, willful misconduct, or gross negligence of Alta Fox, any of our employees, or any of our affiliates).

## **ITEM 13: REVIEW OF ACCOUNTS**

### **REVIEWS OF ACCOUNTS**

Mr. Haley and investment operations personnel, in conjunction with the Fund Administrator, monitor the Fund's investments, accounts, and activities on a daily basis.

### **ADDITIONAL REVIEWS**

While Alta Fox conducts continuous reviews of the Fund and investments, Alta Fox may conduct additional or more frequent reviews in the event of any withdrawal or capital contribution by an investor in the Fund or significant market or economic events.

### **REPORTS TO INVESTORS**

Alta Fox provides investors in the Fund with monthly account statements, periodic investor letters, annual audited financial statements, and certain U.S. income tax information. The Fund's financial statements are prepared in accordance with U.S. generally accepted accounting principles. All such statements and reports are written. In response to questions and requests and in connection with due diligence meetings and other communications, Alta Fox may provide additional information to certain investors in a Fund that is not distributed to other investors in the Fund.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

### **THIRD PARTY COMPENSATION**

Except as described in **Item 12: Brokerage Practices** above, Alta Fox currently does not receive any economic benefit from any person for providing investment advisory services to the Fund.

### **REFERRALS**

Alta Fox currently does not compensate any third party for investor referrals.

## **ITEM 15: CUSTODY**

Alta Fox has, or may be deemed to have, custody of the Fund's cash and securities for purposes of Rule 206(4)-2 under the Advisers Act. In accordance with Rule 206(4)-2, the Fund's cash and securities are generally maintained with one or more qualified custodians. Alta Fox may change the custodians at any time and from time to time without the consent of, or notice to, investors. Alta Fox has engaged Spicer Jeffries, LLP, an independent PCAOB-registered and inspected public accounting firm, to conduct an annual audit of the Fund, and audited financial statements (prepared in accordance with generally accepted accounting principles) are provided to investors on an annual basis. Alta Fox will provide such statements to investors within 120 days after the end of each fiscal year. Qualified custodians do not provide statements directly to investors in the Fund.

## **ITEM 16: INVESTMENT DISCRETION**

### **DISCRETIONARY AUTHORITY**

Alta Fox has discretionary power and authority over the types of financial instruments to be bought or sold, as well as the amount to be bought or sold on behalf of the Fund. Alta Fox has the authority to determine the broker-dealer or other counterparty to be used for Fund transactions and the negotiation of commission rates and other consideration to be paid by the Fund.

### **LIMITED POWER OF ATTORNEY**

Each investor in the Fund generally grants us a limited power of attorney to enable us to execute the Fund's agreement and to take certain other limited actions with respect to the Fund on its behalf. Alta Fox also has the authority to conduct authorized trading and perform other acts on behalf of the Fund.

## **ITEM 17: VOTING CLIENT SECURITIES**

Alta Fox has the authority to vote proxies on behalf of the Fund. Accordingly, Alta Fox has adopted proxy voting policies and procedures designed to further the best interests of the Fund. In general, our policy is to vote proxy proposals, amendments, consents, or resolutions in a manner that serves the best interests of the Fund, as determined in our discretion. Alta Fox may also elect to take no action with respect to a proxy if it is in the best interest of the Fund not to vote a proxy. Investors may not direct or otherwise influence our vote with respect to any particular proxy solicitation.

Alta Fox will review proxy materials to identify potential conflicts of interest. A conflict of interest will be considered material to the extent that such conflict has the potential to influence our decision-making in voting a proxy. If a material conflict of interest is identified, Alta Fox may abstain from voting or use other methods to resolve or otherwise mitigate such conflict, which may include engaging a third party to recommend a vote on the proxy based on our proxy voting guidelines or such other method as is deemed appropriate under the circumstances given the nature of the conflict. Alta Fox will maintain a written record of the method used to resolve or otherwise mitigate any material conflict of interest.

Investors may obtain copies of our proxy voting policy, together with information regarding how Alta Fox has voted past proxies, by contacting us.

## **ITEM 18: FINANCIAL INFORMATION**

Alta Fox does not require prepayment of fees six months or more in advance.

Alta Fox does not have any financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients, and Alta Fox has not been the subject of any bankruptcy proceeding.