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This brochure provides information about the qualifications and business practices of Icon. If you have any questions about the contents of this brochure, please contact us at (954) 837-6395. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Icon also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Registration does not imply a certain level of skill or training.

## Item 2 – Material Changes

As this is the Firm’s initial brochure, there are no material changes to report. We will provide a new Brochure as necessary based on changes or new information, at any time, without charge. This Disclosure Brochure may be requested by calling the main number above.

Additional information about Icon is also available via the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website provides information about any persons affiliated with Icon who are registered or are required to be registered as investment adviser representatives of Icon.

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#### Item 4 – Advisory Business

Icon was established and applied for registration as an Registered Investment Adviser in 2021. Icon is wholly owned by Adel RT Holdings LLC, whose sole member is Richard Toolen.

Icon does not offer a wrap fee program. Icon's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients could incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Icon's fee, and Icon shall not receive any portion of these commissions, fees, and costs.

#### Types of Advisory Services

Icon offers three strategies which can be offered singularly or in combination with each other. The MoSAIQ ICON Carmika Market Neutral strategy, the MoSAIQ ICON Carmika Max Sharpe strategy and the MoSAIQ ICON Carmika Low Volatility strategy (together, the "Strategies"). Icon is responsible for all activities pertaining to the investment management of the Strategies.

The Strategies are currently offered via separately managed accounts ("SMAs") with an initial investment of \$10 million or higher, as well as Swiss certificates issued by Opus Chartered SA and Leonteq Securities otherwise known as actively managed certificates ("AMCs"). Strategies may be implemented through a third-party investment manager.

Opus Chartered S.A. in Luxembourg is the issuer of the AMCs and works with a German administrator to calculate the NAV. Baader Bank Germany is the calculation and payment agent for the AMCs. Interactive Brokers acts as Custodian for the AMCs and the SMAs. The SMA accounts are mainly family offices and trusts. The MoSAIQ ICON Carmika Market Neutral strategy is offered via the Market Neutral I AMCs and the Market Neutral II AMCs.

Icon also conducts marketing of the Strategies and determines client allocations (weightings), as well as overseeing the trade execution and risk management of the Strategies. Icon is also responsible for business development and client relationships.

Icon provides advisory services, giving continuous advice based on the client's individual needs. Through personal discussions in which goals and objectives based upon the client's personal objectives are established, the Firm will develop a personal investment policy based upon an investment objective questionnaire and manage the portfolio according to the criteria.

Each client has the ability to impose reasonable restrictions on the management of his/her account, including the designation of particular securities or types of securities that should not be purchased for the account, or that should be sold if held in the account. If a client's instructions are unreasonable or if Icon believes that the instructions are inappropriate based on the Strategy, Icon will notify the client that, unless the instructions are modified, it will cancel the instructions in the client's account. A client will not be able to provide instructions that prohibit or restrict the Investment Adviser of an open-end or closed-end mutual fund or ETF with respect to the purchase or sale of specific securities or types of securities within the fund.

As a newly formed Investment Adviser, Icon has no assets under management. Icon may manage assets on a discretionary or non-discretionary basis.

## **Item 5 – Fees and Compensation**

### **Fees**

Management Fees are negotiated on a case by case basis with each investor based on the size of their allocation, expected return, and risk tolerance. Icon currently levies a management fee of 2% and a 20% Performance Fee on SMAs and AMCs. The specific manner in which fees are charged by the Firm is established in a client's written agreement.

Interactive Brokers provides daily NAV of the underlying AMC account. The calculation agent then debits the daily management and performance fees and publishes the net performance figure to Bloomberg and Telekurs. The Firm's administrator is involved in the valuation process by valuating some or all assets of the AMCs.

### **Fee Billing**

Investment management fees are billed quarterly, in arrears, for the AMC accounts meaning that Icon will invoice the client after each three-month billing period has ended. Fees are billed at the end of each calendar quarter based on the account balance on the last day of the quarter. The SMA accounts are assessed a quarterly management fee.

Fees will be debited from the account specified in the advisory agreement. The amount of the fee will be shown on the statement received by the Custodian. Icon urges clients to carefully review such statements. Upon request, Icon will bill a client for advisory services. If requested, billing information must be in writing in the advisory agreement. Advisory fees are due upon receipt.

The advisory fees and transaction charges do not cover charges imposed by third-parties for investments held in the account, such as contingent deferred sales charges or 12(b)-1 trails on mutual funds. In addition, each mutual fund or third-party investment manager charges asset management fees, which are in addition to the advisory fees charged by the Firm. The fees charged by such funds or managers are disclosed in each fund's prospectus or Manager's ADV Part 2A. The Management Fee also does not cover fees and charges in connection with: debit balances; margin interest; odd-lot differentials; IRA fees; transfer taxes; exchange fees; wire transfers; extensions; non-sufficient funds; mailgrams; legal transfers; bank wires; postage; costs associated with exchanging foreign currencies; and SEC fees or other fees or taxes required by law.

Icon receives compensation in connection with cash held in the account. In addition to the advisory fee, Icon receives additional compensation from the custodian based on the value of credit balances in the accounts. If cash is swept into a money market fund, Icon receives compensation based on the value of assets in these funds as broker-dealer. Thus, Icon has an incentive to recommend that client select a money market fund as a sweep vehicle that pays more compensation to Icon than other funds.

Client and/or the Firm may initiate termination of the contract at any time by sending written notice to the contra party and will be deemed to be accepted the day that it is received by the contra party. Upon written receipt of notice to terminate its client agreement and unless specific transfer instructions are received, Icon and its agent will cease advisory services. Should the client provide specific instructions to liquidate, Icon will proceed with liquidation of the client's account in an orderly and efficient manner. There will not be a charge by Icon for such redemption; however, the client should be aware that certain mutual funds

impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that could affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. Icon and its agent are not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

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

Clients who are Qualified Clients as defined by SEC Rule 205-3 are charged an individually negotiated fee that includes a performance fee based on quarterly net profits of 20% on SMAs and AMCs. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. The Firm's annual percentage of its performance fee is negotiable and is calculated using the net NAV with a high-water mark. In such cases, a "high water mark" ensures that if there are losses since inception of the account, those losses will be recaptured before a performance fee is charged for subsequent vesting periods. The frequency of the payment and vesting schedule is monthly, quarterly or semi-annually as agreed with the client and as specified in the client's written agreement. Icon's performance fees are billed semi-annually. In addition to the fee charged by Icon, the client will pay all ticket charges, as well as fees charged by mutual fund managers and fees for any additional services requested by the client.

Icon does not participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

#### **Item 7 – Types of Clients**

Icon provides portfolio management services to pooled investment vehicles, family offices and trusts. The minimum account size is \$10 million. Icon has the discretion to waive the account minimum. Subscriptions and redemptions in the AMCs can be made daily with a 20 basis points bid/ask spread to NAV. Furthermore, due to the use of SMAs, all proceeds from liquidated positions will immediately reflect in the client's own account. AMC redemptions will be processed and funds remitted to the bank account from which the initial subscription came.

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

##### **Methods of Analysis**

The Portfolio Managers for the Strategies generate ideas from a variety of sources, including their own market trading experience, machine learning, A.I., research and research discussions with other industry participants. Investment ideas that align with a portfolio manager's own trading experience rank higher than ideas from external sources; however, all ideas are thoroughly tested before implementation. The typical flow involves first establishing an investment thesis, then, translating this thesis into code and then rigorously back-testing on historical data using multiple timeframes, instruments and parameters. The last testing stage is simulated trading using live price data and finally traded on a proprietary basis before being rolled out to clients.

Icon subscribes to third-party data providers and prime broker partners that provide research to Icon to facilitate trading ideas and new strategies. Icon combines these external analysis with internal proprietary sources.

Clients should understand that investing in securities involves risk of loss that clients should be prepared to bear.

### **Investment Strategies**

The Strategies hedge their long cash equity exposure with short S&P 500 futures and long/short VIX futures positions through an automated systematic non-discretionary approach (via MATLAB). This long equity component is hedged through a dynamic permanent option hedging strategy. The investment objective is to achieve long-term positive absolute returns in all market conditions while maximizing the sharpe ratio and minimizing the drawdowns.

The portfolio manager executes the hedges based on the signals generated by a proprietary systemic algorithm that allows for stock selection that produces non-beta correlated returns and outperformance. The P&L from these hedges combined with the P&L from the cash equity positions form the total performance of the Strategies.

### **Risk Management**

Aggregate risk is managed by Icon in several ways. Each SMA client specifies the risk and drawdown levels that the client is comfortable with which is memorialized in the investment management agreement. The algorithms within the strategies are then programmed to liquidate positions and risk when thresholds are reached. Prime Brokers and banks where the accounts are held provide a risk overlay also to ensure that the client account position and risk/drawdown thresholds are respected.

Finally, portfolio managers monitor all positions in real time to ensure adherence to the risk parameters. In the case of AMCs, this is done by the issuer, administrator, and custodian. While there is no official Risk Committee, the Board/Investment Committee currently fulfils this function.

### **Investing Risk**

All investment programs have certain risks that are borne by the investor. Investing in securities involves risk that you should be prepared to bear. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible or intangible events and conditions. This type of risk is caused by external factors independent of a security's underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When inflation is present, dollars spent in the future will not buy as much as today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as Exchange Rate Risk.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, for example, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Equity:** Equity investments generally refers to shares of stocks in return for receiving a prospective future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.
- **ETFs:** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

#### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Icon or the integrity of Icon's management. Icon has no information applicable to this Item.

#### **Item 10 – Other Financial Industry Activities and Affiliations**

Icon is affiliated with Icon Asset Management AG ("Icon AM") through common control. Icon AM is a commodity trading advisor and investment adviser registered with The Financial Services Standard Association ("VQF") in Switzerland. When applicable, Icon subcontracts may recommend commodity transactions for advisory clients. Commodity transactions are separate and distinct from advisory services. This arrangement poses a conflict of interest to the extent that there is a financial incentive to recommend other products that generate commissions or other payments. Icon is dedicated to acting in clients' best interests based on fiduciary principles. Clients are under no obligation to purchase any recommended commodity products.

Icon advises on wealth management and structured products in association with Icon AG, as well as unaffiliated firms including Leonteq Securities, UBS Bank in Zurich, IG Bank Geneva, and Credinvest Bank in Lugano. Icon also arranges and advises on OTC commodity and currency transactions as well as direct investments into start-up companies.

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

Icon has adopted a Code of Ethics for all supervised persons of the Firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Icon must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of Icon may buy or sell securities that are recommended to clients. Icon's employees and persons associated with Icon are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Icon and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Icon's clients. The Code of Ethics is designed



to assure that the personal securities transactions, activities and interests of the employees of Icon will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Icon's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Icon and its clients.

Advisors may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a conflict of interest in that Icon or its Representatives are in a position to benefit from the sale or purchase of those securities. Icon's Code of Ethics provides a policy to monitor the personal trading activities and securities holdings of each of the Firm's Representatives or other Access Persons. The Code of Ethics's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading. These policies are designed to discourage and prohibit personal trading that would disadvantage clients.

Trades may be done on an aggregated basis when consistent with Icon's obligation of best execution. In such circumstances, the Advisor (or related account) and client accounts will share commission costs equally and receive securities at a total average price. Icon will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Icon's clients or prospective clients may request a copy of the Firm's Code of Ethics by contacting the Compliance Department at the main number.

#### **Item 12 – Brokerage Practices**

Icon recommends the brokerage and custodial services of Interactive Brokers LLC (the "Custodian"). The Custodian is a registered broker-dealer that charges brokerage commissions or transaction fees for effecting securities transactions. In recommending the Custodian, Icon endeavors to fulfill its duty to obtain "best execution" for the transactions in clients' accounts. When seeking best execution, the determinative factor is not necessarily the lowest possible transactional cost, but whether the transaction is executed in the most advantageous manner in terms of quality. To assess quality, many factors are evaluated, including competitiveness of price spreads, timeliness of execution and reporting, frequency and correction of trading errors, back office and trade settlement capabilities, and responsiveness to orders and needs. For Icon's SMAs the executing broker and prime broker for each individual client would be the same brokerage firm.

The Custodian makes products and services available to Icon that benefit Icon but may not directly benefit its clients' accounts. Many of these products and services are used to service all or a substantial number of Icon accounts. Some of these products and services provided includes software and other technology that provides access to client account data (such as trade confirmations and account statements); provides research, pricing and other market data; facilitates payment of fees from clients' accounts; and assists with back-office functions, recordkeeping and client reporting. When client brokerage commissions are used to obtain research or other products or services, Icon receives a benefit because Icon does not have to produce or pay for the research, products or services. Soft dollars benefits are used to service all client

accounts; they are not used exclusively for the accounts that generated the soft dollar benefits. There is no effort made to allocate soft dollar benefits to clients in proportion to the amount of soft dollar benefits generated by each client.

### **Directed Brokerage**

Icon has full discretionary authority to determine the broker-dealers/custodian to be used for a particular transaction. Icon does not routinely recommend, request, or require that clients direct executions through a specified broker-dealer. We will, however, make every effort to accommodate a request to direct brokerage to a client's chosen broker-dealer.

### **Trade Aggregation**

Clients can benefit when trades are aggregated to obtain volume discounts on execution costs. Trade aggregation refers to the practice of combining orders for execution. When consistent with the duty to obtain best execution, multiple client transactions will be aggregated into a single order in order to obtain the best price for clients. In such circumstances, the accounts will receive securities at a total average price. Currently all clients are invested in separately managed accounts and AMCs meaning that trades are allocated automatically by the executing broker, including partial or split fills. Icon will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

### **Item 13 – Review of Accounts**

The Firm's compliance monitoring program includes monitoring of client onboarding, AML, regulatory reporting, investment mandate compliance, trading and operational systems, as outlined and checked by the VQF. Frequency varies from ongoing daily monitoring of trading to annual monitoring for regulatory reporting.

Findings are either reported directly to Richard Toolen (responsible for compliance and AML) or to Stefan Herklotz (responsible for trading operations and risk management). Any concerns are escalated to the Investment Management Committee for further discussion and proposals for solutions.

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

Icon, in some instances, compensates third-party solicitors for client referrals. The solicitor's agreements entered into by Icon comply with Rule 206(4)-3 under the Investment Advisers Act of 1940. Currently Icon has agreements with Carmika and MoSAIQ. Carmika and MoSAIQ are businesses that support Icon in the management and execution of trading activities as well as raising AUM and finding new investors. Additional solicitor agreements may be initiated, or existing ones terminated at any time. Compensation will be based on a percent of referred clients' account value managed by Icon. Such fees are paid pursuant to a written agreement between Icon and the solicitor. A client who is solicited will receive an additional disclosure document specifically describing the arrangement and the compensation paid to the solicitor. Solicitor's fees will be based on Icon's normal fee schedule; clients will not be charged any additional fees or expenses as a result of the referral.

### **Item 15 – Custody**

Clients should receive statements at least quarterly from the qualified custodian that holds and maintains client's investment assets. Icon urges clients to carefully review such statements and compare the official custodial records to the account statements that Icon provides. Icon statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

#### **Item 16 – Investment Discretion**

Icon accepts discretionary authority to manage securities accounts on behalf of its clients. Icon has the authority to determine, without obtaining specific client consent, the type and amount of securities to be purchased or sold in a client's account. Discretionary trading authority facilitates placing trades in client accounts on the client's behalf so that Icon may promptly implement the investment policies that the client has approved. When acting in a discretionary capacity, the Firm has the ability to evaluate managers and switch money managers or reallocate assets among managers without consulting the client. In all cases, discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account and includes monitoring the performance of the third party investment manager. When selecting securities and managers and determining amounts, Icon observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Icon in writing.

Clients must authorize such discretion by signing a limited power of attorney. A limited power of attorney is a trading authorization for the purpose of investing and servicing a client's account.

#### **Item 17 – Voting Client Securities**

As a matter of firm policy and practice, Icon does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients should contact their financial advisor if they have any questions and/or to obtain this information. Clients will receive their proxies directly from their custodian or transfer agent.

#### **Item 18 – Financial Information**

Registered Investment Advisers are required to provide clients with certain financial information or disclosures about Icon's financial condition. Icon has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.