

Part 2A of Form ADV: Firm Brochure

Form ADV, Part 2A, Item 1

Cover Page

Navigate Private Fund Advisors, LLC

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**FORM ADV PART 2
FIRM BROCHURE**

This brochure provides information about the qualifications and business practices of Navigate Private Fund Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (610) 761-5671. 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 Navigate Private Fund Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Navigate Private Fund Advisors, LLC is 313687.

Navigate Private Fund Advisors, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures by April 30th. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a brochure by contacting us at **(610) 761-5671**.

Material Changes since the Last Update

Navigate Private Fund Advisors, LLC was established as a new Registered Investment Advisor in May 2021 with the Securities and Exchange Commission ("SEC"), under the rules and regulations of the US Investment Advisers Act of 1940, as amended (the "Advisers Act"). There have been no material changes since the previous filing of the ADV Part 2A, dated January 24, 2022,.

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Advisory Business

General Information

Navigate Private Fund Advisors, LLC (NPFA), an Alabama limited liability company, was formed in February 2021.

Navigate Private Fund Advisors, LLC Fund Investment Advisory Services

NPFA provides investment advisory services solely to private investment vehicles (the “Funds”). The Funds are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”), and the Funds’ investments are not registered under the Securities Act of 1933, as amended (the “Securities Act”). As the investment adviser, NPFA identifies investment opportunities for, and participates in the acquisition, management, monitoring and disposition of investments of the Funds.

Navigate Private Fund Advisors, LLC seeks to achieve capital appreciation and hopes to generate high absolute returns over the long term, while attempting to limit the risk of permanent loss of capital. In managing the Funds, NPFA seeks to make long-term investments. NPFA recommends types of investments consistent with the Funds’ investment strategy and objectives, as set forth in each of its offering documents.

NPFA provides investment advisory services to the Funds. In carrying out and implementing the investment objectives and strategies of the Funds, NPFA will have full and exclusive discretion to supervise, manage, and direct the Funds’ assets with power and authority as the Funds’ agent and attorney-in-fact to purchase, sell, invest, reinvest, exchange, convert, and trade the Funds’ assets with or through brokers, dealers, or issuers selected by NPFA at such times as NPFA deems appropriate.

Investment advice is provided to the Funds by Navigate Private Fund Advisors, LLC, and investment advice is not provided individually to the investors in the Funds. Any restrictions on investments in certain types of securities are established by the General Partner of the Funds and are set forth in the documentation received by each limited partner prior to investment in the Funds. Once invested in the Funds, investors cannot impose restrictions on the types of securities in which the Funds may invest. Currently there are no restrictions on the types of securities in which the Funds may invest.

Principal Owners

T. Michael Goodrich II and Christopher Hussar are the principal owners of Navigate Private Fund Advisors, LLC.

Type and Value of Assets Currently Managed

All of NPFA’s investment advisory services are provided on a discretionary basis. The firm currently has \$6,100,000 in assets under management.

Fees and Compensation

As compensation for investment advisory services rendered to the Fund, Navigate Private Fund Advisors, LLC receives from the Funds a management fee, as further described in the Funds' offering documents (the "Management Fee") and as described generally below.

With respect to each limited partner in the Funds (each, a "Limited Partner"), NPFA will receive a Management Fee that is calculated and paid quarterly in advance as of the close of business in New York on the last Business Day (as defined in the Funds' offering documents) of the calendar quarter in an amount typically equal to 2.00% per annum of the net asset value of the Limited Partner's closing Capital Account (as defined in the Funds' offering documents) balance for such quarter. The Management Fee is generally subject to waiver or reduction by NPFA as the investment advisor in their sole discretion. This fee structure may be modified from time to time.

In addition to the 2.00% annual management fee, NPFA will also receive 20 to 25% of the profits as a performance-based fee, above a 5 to 10% annual rate of return. The performance is only calculated at the end of the holding period and at that time the performance-based fee will be paid before the distributions to investors. The holding period is defined as the life of the Funds.

In addition, the Funds are responsible for all costs and expenses incurred in connection with its offering and organization (including legal and accounting fees and expenses). The Funds also will bear all of its operating expenses, including, without limitation, the Management Fee; fees of the Funds' independent auditors, accountants, administrator and custodial fees; fees for the maintenance of the Funds' books and accounts, including fees of any separate accountants retained for the Funds; fees of the Funds' legal counsel (including, without limitation, litigation fees of the Funds); registration and licensing fees; fees, costs, and expenses related to the sourcing, evaluation, purchasing, holding, and sale of investments; taxes (including withholding and transfer taxes); preparation and distribution of Limited Partners' reports and other communications with Limited Partners and the public; expenses for ongoing Limited Partner support, including, but not limited to, visits to Limited Partners and periodic meetings of one or more of the Limited Partners; and professional fees of consultants incurred in connection with the operations of the Funds; insurance costs; costs of Fund borrowing facilities, including origination expense, legal and compliance fees, and interest; and other costs reasonably related to the operation of the Funds.

Notwithstanding the foregoing, NPFA acting as investment adviser may negotiate or set a Management Fee different from the foregoing with respect to the Funds. Additionally, please see ***Item 6 – Performance-Based Fees and Side-By-Side Management*** below for information regarding the "Performance Allocation" that the Funds may pay.

When NPFA utilizes the services of broker-dealers for transaction-related services for the Funds, the Funds will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see *Item 12 – Brokerage Practices* below.

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Performance-Based Fees and Side-By-Side Management

Navigate Private Fund Advisors, LLC receives a performance-based fee in its role as investment adviser because a portion of the Funds' net investment profit is allocated to the capital account of the investment adviser, a "Performance Allocation." The Performance Allocation may differ among investors in the Funds, however NPFA will receive 20 to 25% carried interest performance-based fee above a 5 to 10% annual return, calculated and paid at the end of the holding period. The holding period is defined as the life of the Funds.

While the Funds have a long-term investment strategy, potential investors should note that the payment by the Funds of the Performance Allocation may nonetheless provide an incentive for NPFA to make investments that are riskier or more speculative than would be the case in the absence of such an arrangement. Generally, and except as may be otherwise set forth in the limited partnership agreement of the Funds (the "Partnership Agreement"), this conflict is mitigated by (i) set procedures contained in the allocation provisions set forth in the Partnership Agreements; and (ii) provisions and procedures set forth in NPFA' Code of Ethics ("the Code") requiring NPFA to act in accordance with principles of honesty, good faith and fair dealing.

Please see *Item 10 – Other Financial Industry Activities and Affiliations* below for additional information relating to how conflicts of interests are generally addressed by NPFA.

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Types of Clients

NPFA currently provides investment advisory services solely to the Funds. Investment advice is provided directly to the Funds, through its role as investment adviser, and not individually to the Limited Partners of the Funds.

Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Permitted investors in the Funds may include high net worth individuals, banks, thrift institutions, pension and profit-sharing plans, trusts, estates, charitable organizations, family offices, and other business entities.

The minimum investment requirement for the Funds is \$500,000. However, the investment adviser of the Funds, in its sole discretion, may permit investments that are less than the required minimum investment requirement. In addition, legal eligibility requirements must be met to invest in the Funds.

Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis

Navigate Private Fund Advisors, LLC seeks to achieve capital appreciation and hopes to generate high absolute returns over the long term, while attempting to limit the risk of permanent loss of capital. NPFA is not bound to a specific investment strategy for the management of the Funds; the Funds may invest in any type of securities or other financial instruments in implementing its strategies. In this regard, the Fund may invest in, without limitation, common stocks (private and public), preferred stocks, convertible notes, SAFEs, interest in limited liability corporations (or similar entities), exchange traded funds (“ETFs”) and exchange traded notes (including commodity and fixed-income related exchange traded funds and exchange traded notes), warrants, rights, options (including covered and uncovered puts and calls and over-the-counter options), commodities, futures contracts on financial instruments, credit default swaps and other derivative instruments, debt securities (including corporate debt) and money market instruments.

In selecting investments for the Funds, NPFA generally employs an approach that is characterized by the deep due diligence and long-term focus typically associated with hedge fund venture capital and private equity investing.

Investment Strategy

In managing the Funds, NPFA seeks to make long-term investments in a varied portfolio of investments. NPFA may from time to time recommend investments consistent with the Fund’s investment strategy and objectives, as set forth in its offering documents.

Risk of Loss

While NPFA may seek to diversify the assets of the Funds across various asset classes consistent with its strategy in an effort to reduce risk of loss, the Funds are subject to risks. Accordingly, there can be no assurance that the Funds will be able to fully meet its investment objectives and goals, or that its investments will not lose money. Below is a description of several of the principal risks that the Funds face.

Management Risks. While NPFA manages the Funds based on NPFA’s experience, research and proprietary methods, the value of the Funds will change daily based on the performance of the underlying investments in which it is invested. Accordingly, the Funds are subject to the risk that NPFA allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that NPFA’s specific investment choices could underperform their relevant indexes.

Economic Conditions. Changes in economic conditions, including, for example, interest rates, inflation rates, employment conditions, competition, technological developments, political and diplomatic events and trends, and tax laws may adversely affect the business prospects or perceived prospects of companies. While NPFA performs due diligence on the companies in

whose investments it selects, economic conditions are not within the control of NPFA and no assurances can be given that NPFA will anticipate adverse developments.

Risks of Investments in ETFs and Other Investment Pools. As described above, NPFA may invest the Funds in ETFs and other investment pools (“pooled investment funds”). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds’ success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940, as amended.

Equity Market Risks. NPFA may invest portions of the Funds directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investment funds have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security’s prospects.

No Guarantee of Investment Performance. The investment advisors of the Funds cannot guarantee that the Funds will achieve its stated investment objective or achieve positive or competitive investment returns. Unanticipated market conditions, political developments, regulatory and other factors, many of which cannot be anticipated or controlled by the investment advisors, could result in the Funds not generating positive or competitive after-tax returns or in a loss of investment in the Funds.

The foregoing risks are just some of the most significant risks that may apply to an investment in the Funds. Investing in any securities involves a significant risk of loss of both income and principal that investors should be prepared to bear. Investment safety and satisfactory performance is in no way guaranteed.

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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 Navigate Private Fund Advisors, LLC or the integrity of NPFA’s management. NPFA has no disciplinary events to report.

Other Financial Industry Activities and Affiliations

The Adviser has relationships that are material to its advisory business or its clients, as further described below.

Investment Adviser

Navigate Private Fund Advisors, LLC is the investment adviser to the Funds.

Carried Interest. The structure and payment of the Performance Allocation by the Funds to its Investment Adviser may involve a conflict of interest because it may create an incentive for the Investment Adviser to cause the Funds to make riskier or more speculative investments than it otherwise would.

Other Business Activities. NPFA and its affiliates engage in a broad range of activities, including investment activities for their own accounts. In the ordinary course of conducting its activities, the interests of the Fund will, on occasion, conflict with the interests of NPFA or its affiliates. The Investment Adviser will devote as much of its time and resources to the activities of the Funds as it deems necessary and appropriate. The Funds' Advisory Agreement generally does not restrict the Investment Adviser or its principals from entering into other relationships or engaging in other business activities, even though those activities may be in competition with the Funds and/or may involve substantial amounts of their time and resources.

NPFA will deal with all conflicts of interest using its best judgment, but in its sole discretion. In resolving conflicts, NPFA will put the interests of the Funds ahead of its own. The determination as to which factors are relevant, and the resolution of such conflicts, will be made in the sole discretion of NPFA, except as required by the governing documents of the Funds. The Funds will not make any investment unless the Investment Adviser of the Funds believes that such investment is an appropriate investment considered solely from the viewpoint of the Funds. In addition, NPFA's Code sets forth provisions and procedures requiring NPFA to act in accordance with principles of honesty, good faith and fair dealing.

Navigate 401K, LLC

Christopher Hussar, one of the principal owners of NPFA, is also the principal owner and Managing Partner of Navigate 401K, LLC ("Navigate 401K"), a registered investment adviser. Navigate 401K may recommend an investment in the Funds to its clients. The relationship between NPFA and Navigate 401K may create a conflict of interest, because Navigate 401K may be incentivized to recommend an investment in the Funds in order to generate management fees for itself and for NPFA, its related entity. However, to help mitigate against this conflict of interest, Navigate 401K's recommendations to invest in the Funds are non-discretionary (i.e., Navigate 401K clients make their own decision whether to invest in the Funds and, if so, will complete subscription materials for the same). In addition, clients of Navigate 401K will not pay fees to Navigate 401K with respect to assets invested in the Funds. Instead, with respect to assets invested in the Funds, clients of Navigate 401K will pay only the fees to NPFA and the

Investment Adviser set forth in the Funds' offering documents and Investment Advisory Agreement.

Accelerated Partners

Chris Hussar, one of the principal owners of NPFA, is the Managing Partner of Accelerated Partners. This firm makes direct investments into privately held-companies. Specifically, Accelerated Partners identifies direct investment opportunities to make minority or control investments into privately held companies. Since this entity and NPFA are both investment related businesses, a conflict exists due to divided time regarding these two roles. However, Mr. Hussar has a fiduciary standard of care for NPFA clients and there is no overlap between Accelerated Partners and clients of NPFA.

Fuse Partners LLC

Chris Hussar, one of the principal owners of NPFA, is the Managing Member of Fuse Partners, LLC. This firm is a limited partner investor in an early-stage company called StenCo, LLC. Since this entity and NPFA are both investment related businesses, a conflict exists due to divided time regarding these two roles. However, Mr. Hussar has no active role with Fuse Partners, LLC and only spends about an hour per month on this business; and he also has a fiduciary standard of care for NPFA clients, so the conflict is effectively mitigated.

Fuse Partners II LLC

Chris Hussar, one of the principal owners of NPFA, is the Managing Member of Fuse Partners II, LLC. This firm is a limited partner investor in an early-stage company called StenCo, LLC. Since this entity and NPFA are both investment related businesses, a conflict exists due to divided time regarding these two roles. However, Mr. Hussar has no active role with Fuse Partners, LLC and only spends about an hour per month on this business; and he also has a fiduciary standard of care for NPFA clients, so the conflict is effectively mitigated.

First Avenue Ventures, LLC

Mike Goodrich, one of the principal owners of NPFA, is the sole owner of First Avenue Ventures, LLC an entrepreneurial consulting firm. First Avenue Ventures provides strategic, marketing, and operational guidance to businesses seeking to expand, grow their market, and potentially become a more investable entity. In exchange for these consulting services, First Avenue Ventures, LLC receives payment in the form of cash or equity. Additionally, Mr. Goodrich may take an advisory board seat in companies. A fund that is a client of NPFA may invest in an entity for which First Avenue Ventures provides services. Because of this relationship, a conflict of interest may be created. This conflict is mitigated by the application of the fiduciary standard where Mr. Goodrich places the interest of advisory clients above his own. The conflict is further mitigated by the disclosure of the nature of the relationship(s) and potential conflict to investors in the fund at the time of investment.

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

Code of Ethics and Personal Trading

Navigate Private Fund Advisors, LLC has adopted a Code of Ethics, the full text of which is available to you upon request. NPFA's Code has several goals. First, the Code is designed to assist NPFA in complying with applicable laws and regulations governing its investment advisory business. Under the Advisers Act, NPFA owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires NPFA associated persons to act with honesty, good faith, and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for NPFA's associated persons (managers, officers and employees). Under the Code's Professional Standards, NPFA expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, NPFA associated persons are not to take inappropriate advantage of their positions in relation to NPFA clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time, NPFA's associated persons may invest in the same securities recommended to the Fund. Under its Code, NPFA has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, including generally disallowing trading by an associated person in any security within one day before any client account trades or considers trading the same security and the creation of a restricted securities list, reporting and review of personal trading activities and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients, including the Funds. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

As outlined above, Navigate Private Fund Advisors, LLC has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients, including the Funds. In the event of any identified potential trading conflicts of interest, NPFA's goal is to place client interests first.

Consistent with the foregoing, NPFA maintains policies regarding participation in initial public offerings ("IPOs") and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If an associated person wishes to participate in an IPO or invest in a private placement, he/she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Under the Code, NPFA associated persons are prohibited from trading in securities on the basis of material, non-public information or communicating material, non-public information about the issuer of any security to any other person.

Brokerage Practices

Best Execution and Benefits of Brokerage Selection

In selecting the brokerage firm that will execute orders for the Funds, Navigate Private Fund Advisors, LLC seeks “best execution” for the Funds’ trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, NPFA may use brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third-party research (or any combination) and may be used in servicing any or all of NPFA’s clients. Therefore, research services received may not be used for the account for which the particular transaction was affected.

NPFA is independently owned and operated and is not affiliated with any broker-dealer.

Directed Brokerage

Navigate Private Fund Advisors, LLC does not allow directed brokerage accounts. To the extent consistent with its duty to seek best execution, NPFA may trade with the broker who has custody of the applicable assets.

Review of Accounts

Oversight and Monitoring

As the Investment Advisor of the Funds, Navigate Private Fund Advisors, LLC continuously reviews the investments of the Funds. These reviews will focus on appropriateness of the Funds' investments for the Funds' portfolios and the performance of the Funds.

Reporting

Investors in the Funds may receive periodic reporting on the Funds and may receive updates through letters or investor meetings. Navigate Private Fund Advisors, LLC as the Investment Advisor may, from time to time, in their sole discretion, provide additional information upon request relating to the Funds to one or more investors in the Funds as they deem appropriate.

Client Referrals and Other Compensation

As noted above, Navigate Private Fund Advisors, LLC may receive some benefits from a broker-dealer based on the amount of client assets held there. Please see *Item 12 - Brokerage Practices* for more information.

Neither NPFA nor any of its related persons directly or indirectly compensate any person for referrals to the Fund.

Custody

Although NPFA utilizes the service of a third-party custodian, the firm is subject to an annual surprise custody examination by a qualified independent accountant.

Investment Discretion

Navigate Private Fund Advisors, LLC provides investment advisory services to the Funds. NPFA has discretionary authority to determine the investments to be bought or sold and the amounts to invest for the Funds. Investment advice is provided by NPFA directly to the Funds and not individually to the investors in the Funds. Any restrictions on investments in certain types of securities are established by NPFA and are set forth in the documentation received by each Limited Partner prior to investment in the Funds.

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Voting Client Securities

NPFA does not vote proxies or similar corporate actions on behalf of the Funds.

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Financial Information

Navigate Private Fund Advisors, LLC does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.

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Requirements for State-Registered Advisers

This section is not applicable as NPFA is SEC registered and not state registered.