

**FORM ADV PART 2A: FIRM BROCHURE**

**ITEM 1. COVER PAGE**

**Full In Partners Management, LLC**

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March 2022

**Important Disclosure:**

This brochure (“Brochure”) provides information about the qualifications and business practices of Full In Partners Management, LLC (“Full In” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at [tina@fullinpartners.com](mailto:tina@fullinpartners.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

Please note that registration as an investment adviser with the SEC does not imply any level of skill, training or ability with respect to the provision of investment advisory services. The oral and written communications of an investment adviser provide you with information through which you determine to hire or retain an investment adviser.

## **ITEM 2. MATERIAL CHANGES**

The rules promulgated under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) require the Adviser to identify and discuss any material changes made to its brochure since the last annual update. The last brochure was filed by Full In with the SEC as part of the Adviser’s initial registration on June 30, 2021. Changes to the Firm’s ownership have occurred since the initial registration and are reflected in the Form ADV Part 1A filed concurrently with this brochure. Further, Jessica Davis a founding member of Full In, is no longer involved in management activities. This brochure should be read in its entirety.

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#### **ITEM 4. ADVISORY BUSINESS**

Full In Partners Management, LLC (“Full In” or the “Firm”) is an investment adviser formed in 2019 with its principal place of business in New York, NY. Full In is a Delaware limited liability company. Elodie Dupuy, Eric Tonkyn, Maurizio De Franciscis, and Tina Philip are the principals of Full In (the “Principals,” and each, a “Principal”).

Full In provides discretionary investment management services to privately offered investment funds, which are each hereinafter referred to individually as a “Fund, and together as the “Funds”, intended for sophisticated investors in accordance with the applicable limited partnership agreements, private placement memoranda, investment management agreements and other such agreements (“Offering Documents”). Certain of the Funds are considered special purpose vehicles. Full In Partners Fund I, LP is a committed capital private fund.

Full In Partners GP, LLC, a Delaware limited liability company, is the general partner (the “General Partner”) of Full In Partners Fund I, LP. The General Partner has the ultimate responsibility for decisions relating to management and operations made on behalf of the Full In Partners Fund I, LP and has ultimate responsibility for the investment decisions made on behalf of Full In Partners Fund I, LP. The General Partner delegates investment management and advisory responsibilities for Full In Partners Fund I, LP.

The Funds are managed in accordance with their own objectives and are not tailored to any Fund investor (each an “Investor”). Such Investors accept the terms of advisory services as set forth in the Funds’ Offering Documents. The Firm has broad investment authority with respect to the Funds and, as such, Investors should consider whether the investment objectives of the Funds are in line with their individual objectives and risk tolerance prior to investment.

Full In does not participate in wrap fee programs.

As of December 31, 2021, Full In managed \$168,345,952 in regulatory assets under management (“RAUM”), all on a discretionary basis.

#### **ITEM 5. FEES AND COMPENSATION**

The specific terms of Full In’s fees and compensation arrangements are set forth in each of the Fund’s Offering Documents. The Firm generally charges an annual management fee (“Management Fee”) which ranges from 1.5% - 2.5% of Investor commitments during a Fund’s investment period. Full In may, in its sole discretion, reduce, waive or calculate differently the Management Fee with respect to any Investors including, without limitation, Investors that are affiliates of Full In.

Along with the Management Fee, Investors are generally subject to a performance-based profit allocation (“Carried Interest”) with respect to realized investments as further

described under Item 6 of this Brochure. The Carried Interest (if due) is payable to Full In. If a Fund's Carried Interest results in an over distribution of the agreed upon percentage of Carried Interest as of certain measurement dates specified in the Offering Documents, Full In is generally subject to an after-tax "clawback" obligation. Carried Interest is generally calculated as a percentage of profits after Investors have received a preferred return. The maximum Carried Interest allocable to Full In is 20% of the realized profits derived from the disposition of investments (after taking into account costs and expenses of the Funds, including Management Fees, and following a preferred return to Investors of up to 8% annually). Full In may, in its sole discretion, reduce, waive or calculate differently Carried Interest with respect to any Investors including, without limitation, Investors that are affiliates of Full In.

Full In generally deducts the Management Fee from the Funds' accounts quarterly in advance, as further disclosed in each Fund's Offering Documents.

In addition to the Management Fee described above, each Fund will bear (including legal and other organizational and fundraising expenses (including legal, accounting, filing, capital raising, travel and accommodation expenses, printing and other similar costs) incurred in connection with the formation of the Partnership ("Organizational Expenses") up to an amount equal to \$1,000,000. Organizational Expenses in excess of this amount, if any ("Excess Organizational Expenses"), will be borne by the Firm and its affiliates and will reduce, on a dollar for dollar basis, Management Fee installments payable by the Funds.

The Funds will also bear all costs and expenses relating to the Funds' activities (to the extent not reimbursed by a portfolio company) (collectively, the "Fund Expenses"), including without limitation: (i) all reasonable out-of-pocket costs and expenses incurred in sourcing, pursuing, investigating, diligencing, analyzing, developing, negotiating, structuring, making, acquiring, holding, monitoring and disposing of portfolio company investments, including in connection with any default, bankruptcy, restructuring (including enforcing rights or amending terms) or refinancing of such portfolio company investments (e.g., structuring and commitment fees and expense reimbursement to financing sources or potential financing sources), legal, accounting, management and consulting fees and expenses, regulatory filing fees and expenses and other investment costs incurred by or on behalf of the Funds, and termination fees in connection therewith, including the foregoing expenses related to prospective portfolio company investments or potential dispositions that are not consummated, including, but not limited to, any rating agency expenses, due diligence costs, commissions, brokerage fees, financing, legal, accounting, advisory, research (including expenses of software used for the underwriting and monitoring of portfolio company investments), appraisal, valuation and consulting fees and expenses incurred in connection therewith (for the avoidance of doubt, the foregoing to include, without limitation, travel, legal, tax, accounting, appraisal, and any rating agency costs to the extent not paid directly by the Funds); (ii) all reasonable out-of-pocket costs and expenses incurred in connection with administering, monitoring and management of portfolio company investments, including financing, legal, accounting,

management and consulting fees and expenses, and recordkeeping and other related administrative fees and expenses; (iii) all reasonable and customary administrative fees and expenses of the Funds incurred in the ordinary course, including the cost of the preparation of the annual audit, quarterly and annual reports, financial and tax returns and tax reports required for the Funds (including an allocation of expenses associated with any software or online data portal used in connection therewith), financing expenses, cash management expenses, depository expenses, advisory and consulting fees and expenses, and routine legal and accounting fees and expenses, and including regulatory and compliance costs and expenses relating to filings with the SEC (including, but not limited to, fees for legal or regulatory advice or submission costs, such as Forms 13F, 13H, 13G/D, 3, 4 or 5) or other regulatory bodies (including in foreign or local jurisdictions and regulatory expenses of the Firm relating to the activities of the Funds); (iv) reasonable brokerage commissions, registration fees and expenses, custodial expenses, and other investment costs incurred in connection with portfolio company investments; (v) principal, interest on, and costs, fees and expenses arising out of or incurred in connection with all borrowings or guarantees made by the Funds (including subscription line facilities), including, but not limited to, the costs and expenses incurred in connection with the arranging thereof; (vi) reasonable out-of-pocket fees, costs and expenses of or arising from any litigation (including the amount of any judgment or settlement in connection therewith), including all amounts required to be paid in connection with the Funds' indemnification obligations or extraordinary expenses or liability relating to the affairs of the Funds; (vii) reasonable expenses in connection with the dissolution, winding-up or termination of the Funds; (viii) taxes, fees or other governmental charges levied against the Funds that are not properly chargeable to one or more Investors, and all costs and expenses incurred in connection with any tax audit, investigation, settlement or review of the Funds; (ix) reasonable expenses of the Firm's Advisory Committee and expenses of annual or special meetings (x) private placement fees and expenses (including any deferred amounts or interest thereon) paid to third-party placement agents relating to the formation of the Funds and obtaining the commitments, but only to the extent Management Fees are subsequently reduced by the amount of any such payments; (xi) reasonable expenses incurred in connection with the Funds' financial statements and reports, tax returns and K-1s or similar schedules; (xii) reasonable fees and disbursements of attorneys, accountants, advisors, fund administrators, service providers, third-party appraisers, valuation experts and any other professionals incurred on behalf of the Funds; (xiii) any insurance premiums or expenses incurred by the Funds in connection with the activities of the Partnership, including errors and omissions, fidelity, general partner liability, fiduciary, directors' and officers' liability and similar coverage for the Firm, the Firm's affiliates and related entities, and any other person acting on behalf of the Funds or entities related to the Funds with respect to the activities of the Funds; (xiv) reasonable expenses related to or arising from defaults by partners in the payment of capital contributions; (xv) reasonable expenses incurred in connection with distributions to partners; (xvi) reasonable costs and expenses incurred in relation to obtaining waivers, consents or approvals pursuant to the Offering Documents and all reasonable costs and expenses of, and/or incidental to, the preparation of amendments, modifications, revisions or restatements to the documents of the Funds or

related entities; (xvii) post-closing obligations under agreements relating to the disposition of portfolio company investments, including indemnification obligations and purchase price adjustment obligations; (xiii) costs and expenses of forming and maintaining each of the alternative investment vehicles; and (xiv) all other out-of-pocket costs incurred in connection with the administration of the Funds or otherwise that may be authorized by the Partnership Agreement or approved by a majority in interest of the Investors or by the Firm's Advisory Committee.

Neither Full In nor any of the Firm's supervised persons will accept compensation for the sale of securities or other investment products.

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

As discussed in Item 5 of this Brochure, the Funds are subject to Carried Interest of up to 20%, which will be paid to Full In. Although Carried Interest generally aligns the Firm's and its affiliates' interests with those of the Funds and underlying Investors, since it is based on profits, it can also create an incentive for the Firm to cause the Funds to make investments which may be riskier or more speculative than those which would be made under a different fee arrangement. To address such potential conflicts of interest, Full In is committed to performing extensive due diligence on each investment it makes and discloses information about the Funds' investment through quarterly reports and other Investor notices and/or presentations.

Performance fees or carried interest profit allocations are subject to regulation under Section 205 of the Investment Advisers Act of 1940 ("Advisers Act") and Rule 205-3 thereunder. Therefore, Full In seeks to ensure that any Fund or Investors that are directly or indirectly assessed performance fees or are subject to carried interest profit allocations satisfy the qualifications of Rule 205-3 under the Advisers Act and have been advised of such fees or allocations and their risks.

#### **ITEM 7. TYPES OF CLIENTS**

As further described in Item 4 of this Brochure, the Firm provides investment management services to the Funds, which are private fund investment vehicles exempt from registration under the Investment Company Act of 1940, as amended ("Investment Company Act"). Investors in the Funds include a variety of institutional investors, high net worth individuals and family offices. All Investors are required to be either "qualified purchasers" or employees who are deemed to be "knowledgeable employees" under the Investment Company Act or must otherwise be permitted to invest under applicable securities laws.

Prospective Investors should refer to the Offering Documents of each respective Fund for information on minimum investment requirements. Typically, Full In will require a minimum investment of \$5,000,000, although, the Firm maintains discretion to individually waive, increase or reduce the minimum investment required.

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

### *Methods of Analysis*

Full In uses various methods of analysis and investment strategies in formulating its investment advice to the Funds. The discussion below is a summary and is not intended to be a complete description of our methods, strategies or risks; a more complete discussion is available in the relevant Offering Documents. Any investment in securities involves a risk of loss that all of Full In's clients should be prepared to bear.

### *Investment Strategies*

Full In focuses on post product-market fit growth stage opportunities.

*Differentiation.* Full In differentiates across two core vectors: deal identification and deal management. For deal identification, Full In has built two proprietary technologies, Mercury and IPI, which use machine learning to augment the sourcing process. For deal management, Full In has created a proprietary operator catalog – a system of operators (concentrated primarily in sales/marketing/go-to-market) who are available on-demand for portfolio companies.

*Sourcing.* The team at Full In has developed a differentiated internal sourcing platform, Mercury, which actively pulls from sixteen data sources to track, over 400,000 technology companies worldwide. Mercury measures approximate scale, growth rate, prior funding, estimated burn rate, team composition and other attributes and recalculates these attributes on a monthly basis, giving Full In time-series data for company performance. Full In has built proprietary algorithms around this data that enables the six-person sourcing team to prioritize their time on opportunities that are more likely to be in Full In's strike zone and raising capital soon. Since its launch in June 2019, Mercury generates approximately 50%-70% of Full In's pipeline. In addition to Mercury, the group has launched a proprietary interactive benchmarking tool for the public entrepreneur ecosystem. The SaaS Performance Index ("SaaSPI") takes the data from Mercury and renders it in an interactive tool that enables entrepreneurs to assess their relative performance in the industry. IPI offers entrepreneurs a way to assess how they perform across a number of core key performance indicators (growth relative to age, scale, funding, headcount, etc.) and generates a personalized score representative of how their company ranks against the relevant data set. In order to access a personalized score, entrepreneurs are required to input their numbers. SaaSPI enables Full In to capture a proprietary stream of first-party, private company financial data. Full In has developed its response to value-add challenges with the feedback of over 200 entrepreneurs. To address these challenges, Full In has created an accessible network of operators with deep tactical knowledge and resources across various levels of sales / marketing / go-to-market that entrepreneurs can call on for support on growth challenges. The Operator Catalyst is a collection of individuals who are full-time employed in industry-leading organizations (SalesForce, Facebook, WeWork, etc.) and are excited to diversify their experience by taking advisory



roles across a portfolio of startups. These are not only strategic resources, but tactical resources from all levels. Operators are compensated in three ways: intellectually, economically, and opportunistically.

Intellectually, Full In's platform offers them the ability to take on and solve complex growth problems with a broad variety of teams across a number of industries. They also have the opportunity to ride alongside us in diligence processes to hone their investment acumen.

Economically, they are compensated for their time in a mix of cash and/or equity (paid for by the relevant company)

Opportunistically, these individuals are almost always angel investing alongside their current roles, but angel investing is extremely high risk. Full In offers them the ability to invest alongside us in companies of their interest, where they have an ability to be directly involved in creating the outcome.

For entrepreneurs, the value is they get a rotating bench of experienced, tactical experts who help navigate them through the various phases and challenges of scaling at exponential rates.

### *Risk Factors*

The following discussion of certain risk factors does not purport to be an exhaustive list or a complete explanation of all the risks involved in an investment in the Funds. There is high risk associated with an investment in the Funds, and an investment in the Funds should only be made after consultation with independent qualified sources of investment and tax advice. Prospective investors should carefully consider the following risk factors, among others, in determining whether an investment in the Funds is a suitable investment. For a more complete explanation of the Funds' associated risks, Investors should review the relevant Offering Documents, which contain additional risks and other related details not discussed below.

*Risk of Loss.* All securities investments risk the loss of capital. No guarantee or representation is made that the Funds will achieve their investment objective or avoid substantial losses. An investment in the Funds is speculative and involves certain considerations and risk factors which prospective investors should consider before subscribing. A prospective investor should consult its own legal, tax and/or financial advisors prior to investing in the Funds.

*Dynamic Investment Strategy.* While the Firm generally intends to seek attractive returns for the Funds primarily through the types of investments and employing the types of strategies described in the Offering Documents, the Firm may pursue additional investment strategies and may modify or depart from the investment strategy, investment process and investment techniques described herein as it determines appropriate within the mandate of the Funds as set forth in the Offering

Documents. Such changes may result from changes in the industry or markets where the Funds are permitted to invest, unanticipated investment opportunities or other unanticipated developments. The Firm may pursue investments outside of the industries and sectors in which the Principals have previously made investments or have internal operational experience.

*Risk of Early Stage/Start-up Investments.* While the Funds are focused primarily on late-stage venture and early-stage growth capital investments, they may also have exposure to new and emerging early-stage/start-up investments. While such investments offer the opportunity for significant gains, they also involve a high degree of business and financial risk and can result in substantial losses. Among these risks are the general risks associated with investing in companies at an early stage of development or with little or no operating history, companies operating at a loss or with substantial variations in operating results from period to period, and companies with the need for substantial additional capital to support expansion or to achieve or maintain a competitive position. Such companies may face intense competition, including from companies with greater financial resources, more extensive development, marketing and service capabilities and a larger number of qualified managerial and technical personnel. Even more than growth stage companies, early-stage/start-up investments need to implement appropriate sales and marketing, finance, personnel and other operational strategies to take the business to the next stage.

*Reliance on Management.* The success of the Funds will depend in substantial part on the skill and expertise of the Principals and other employees of the Firm. There can be no assurance that the Firm's investment professionals or other employees of the Firm will continue to be employed by the Firm throughout the life of the Funds. The loss of key personnel could have a material adverse effect on the Funds.

*General Business and Market Risk.* Investments in portfolio companies subject the Funds to the general risks associated with the underlying businesses, including but not limited to market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors. Since the financial crisis of 2007-2008, global markets have been subject to a number of sources of volatility, including declines in the prices of oil and other commodities, concerns about the direction of the Chinese economy, potential instability in the European Union ("EU"), and an unprecedented period of low interest rates. There are other sources of volatility that may continue to impact markets that affect the Funds' business. General fluctuations in the market prices of securities and interest rates may adversely affect the value of the investments held by the Funds. Volatility and instability in the securities markets may also increase the risks inherent in the Funds' investments. The portfolio companies may use debt to finance acquisitions, and add-on acquisitions are an important component of the Firm's strategy. The

ability to refinance the debt of portfolio companies may depend on its ability to obtain financing, including by selling new securities in the high yield debt or bank financing markets. While it is difficult to predict with certainty the impact of a rise in interest rates by central bankers, the Funds' ability to generate attractive investment returns for its Investors may be adversely affected to the extent the Funds are unable to obtain favorable financing terms for its investments. To the extent the Funds are able to secure financing for investments, increases in interest rates or in the risk spread demanded by financing sources would make the partial financing of investments with indebtedness more expensive and could limit the Funds' ability to structure and consummate their investments. Moreover, a renewed downturn in the U.S. or global economy (or any particular segment thereof), including a weakening of demand in the software and internet sectors and related services, or weakening of credit markets could adversely affect the Funds' profitability, impede the ability of the Funds' to perform under or refinance their existing obligations, and impair the Funds' ability to effectively exit investments on favorable terms, including the availability of financing to potential purchasers of investments. While the risk of substantial or total loss to the Funds exists with respect to all of the Funds' investments, the occurrence of the foregoing events could make losses more likely.

*Illiquid Investments.* The Funds may invest in assets that are subject to legal or other restrictions on transfer and which are illiquid. The Funds may not be able to sell the assets when they desire to do so or to realize what they perceive to be their fair value in the event of a sale.

*Portfolio Company Leverage.* The Funds may make investments, either through leveraged buyouts or otherwise, in portfolio companies that have a leveraged capital structure. To the extent that any investment is made in a company with a leveraged capital structure, such investment may be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a downturn in the economy or deterioration in the condition of such company or its industry. In the event that such a company is unable to generate sufficient cash flow to timely meet principal and interest payments on its indebtedness, the value of the Funds' investment in such portfolio company could be significantly reduced or even eliminated. Additionally, lenders would typically have a claim that has priority over any claim by the Funds to such assets in an insolvency event or proceeding. The use of leverage will result in costs to the Funds that may not be covered by distributions made to the Funds or appreciation of their investments.

*Hedging Transactions.* The Firm may, but is not required to, engage in currency or interest rate hedging or other hedging strategies in order to manage risk and return trade-offs. While these transactions may reduce certain risks, the transactions themselves entail certain other risks, including counterparty credit risk. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations

in the values of portfolio positions or prevent losses if the values of those positions decline, but instead establishes other positions designed to gain from those same developments, thus offsetting the decline in the portfolio positions value. These types of hedging transactions also limit the opportunity for gain if the value of the portfolio position increases. Moreover, it may not be possible to hedge against currency exchange rate, interest rate or public security price fluctuations at a price sufficient to provide protection from the decline in the value of the portfolio position.

*Risks of Growth Equity Investing.* While growth equity investments offer the opportunity for significant gains, such investments also involve a high degree of business and financial risk and can result in substantial or total losses. Among these risks are the general risks associated with investing in companies at an early or growth-stage of development or with little or no operating history, companies with substantial variations in operating results from period to period, companies with the need for substantial additional capital to support expansion or to achieve or maintain a competitive position and companies dependent on new or developing technology. A portfolio company's ability to succeed will be dependent not only upon its ability to develop the right products for the right market, but to constantly evolve its business to be sure that its products keep pace with changing technologies and markets. Such a portfolio company will need to implement appropriate sales and marketing, finance, personnel and other operational strategies in order to continue to grow its business. Furthermore, companies at an early or growth-stage of development may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel. The Funds will make investments in portfolio companies which may rely upon rapidly changing technologies. Therefore, technological obsolescence and other technology risks may adversely impact the performance of these portfolio companies. In all such cases, the Funds will be subject to the risks associated with the underlying businesses engaged in by portfolio companies and of their customers.

*Investments in Private Companies.* The Funds are expected to invest in privately held companies. These companies will sometimes be smaller in scale and less capitalized than larger, public companies, and therefore particularly susceptible to economic downturns. The availability of information about private companies may be limited, and to the extent it is available, it may be unreliable. These companies frequently have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. There may not be as much information publicly available about these companies as would be available for public companies and such information may not be of the same quality. These companies are also more likely to depend on the management talents and efforts of

a small group of persons and, as a result, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on these companies' ability to meet their obligations. For these reasons, investments in private companies involve a high degree of risk and uncertainty, and therefore may cause the Funds to incur losses.

*Reliance on Portfolio Company Management.* Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Although the Firm will be responsible for monitoring the performance of each portfolio investment and the Funds seek to invest in companies operated by strong management, there can be no assurance that the existing management team, or any successor, will be able to operate the portfolio company successfully. The success of many of the Firm's portfolio companies will be heavily dependent on the management of such companies. There can be no assurance that the management team of a portfolio company on the date a portfolio investment is made will remain the same or continue to be affiliated with the company throughout the period the portfolio investment is held. Further, the business and operations of companies in the sectors in which the Funds may invest often experience rapid organizational change that may strain the performance of the portfolio companies' management teams. In addition, the Firm will generally establish the capital structure of companies in which the Funds invest on the basis of financial projections for such companies. Projected operating results will normally be based primarily on the judgment of the management team of the portfolio company. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General economic conditions, which are not predictable, can have a material adverse impact on the reliability of projections.

*Uncertainty of Financial Projections.* The Funds generally use financial projections to help analyze potential investments and may use such projections to help analyze future capital raises and financing for portfolio companies or other transactions. Projected operating results will often be based on management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General economic conditions, which are not predictable, can have a material adverse effect on the reliability of such financial projections.

*Competitive Market.* The market for investment opportunities similar to those that the Funds are focused on is competitive and involves a high degree of uncertainty. There can be no assurance that the Firm's management will succeed in consistently identifying and securing investments on attractive terms. Furthermore, an ever-

increasing number of funds with similar investment objectives as the Funds have been formed (and many existing funds with similar investment objectives as the Partnership have grown in size) to invest in similar sectors as the Funds. Additional funds with similar investment objectives and/or sourcing methodologies may be formed in the future by other unrelated parties. As a result, there can be no assurance that the Funds will be able to participate and make portfolio investments that satisfy the Funds' return objectives or realize the Firm's view of their potential values or that the Funds will be able to become fully invested for a significant period of time, if at all. There can be no assurance that such opportunities will continue to be available or that the Funds will be able to make any such investments.

*Lack of Diversification.* The Funds may invest up to 20% of total assets in the securities of one issuer at the time of investment. If the Funds are provided with only a limited number of investment opportunities or is provided with investment opportunities in companies that are similar to the other Fund investments, the Funds' portfolios may be highly concentrated. In addition, to the extent the Firm concentrates the Funds' investments in a small number of issuers, issuers within particular segments of the software and internet sectors or within one geographical area or country (including in a country other than the United States), the Funds' portfolios may become even more concentrated, non-diversified and consequently more susceptible to fluctuations in value resulting from adverse economic or business conditions affecting those particular issuers, industry segments and/or geographical regions.

*Third Party Co-Investments.* The Funds may co-invest with third parties through partnerships, joint ventures, or other entities. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third party coventurer or partner may at any time have economic or business interests or goals that are inconsistent with those of the Funds, or may be in a position to take action contrary to the Funds' business interests.

*Insufficient Capital for Follow-on Investments.* Following its initial investment in a portfolio company, the Funds may have the opportunity to increase their investments in successful operations or may be asked to provide additional funds to such portfolio company. There is no assurance that the Funds will make follow-on investments in a particular portfolio company or that the Funds will have sufficient resources to, or be permitted to, make such investments. Any decision not to make follow-on investments, or the Funds' inability to make them, may have a substantial negative impact on a portfolio company in need of such an investment, may result in missed opportunities for the Funds, or may result in dilution of the Funds' investment as other investors provide the needed capital.

*Risks Related to Due Diligence of Portfolio Companies.* Before making investments, the Firm will typically conduct due diligence that they deem reasonable and

appropriate based on the facts and circumstances applicable to each investment. Due diligence may entail evaluation of important and complex business, financial, tax, accounting, regulatory and legal issues. Outside consultants, legal advisors, accountants, investment banks and other third parties may also be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third party advisors or consultants may present a number of risks primarily relating to the Firm's reduced control of the functions that are outsourced. In addition, if the Firm is unable to timely engage third-party providers, their ability to evaluate and acquire more complex targets could be adversely affected. When conducting due diligence and making an assessment regarding an investment, the Firm will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigation that the Firm carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful. Conduct occurring at portfolio companies, even activities that occurred prior to the Firm's investment therein, could have an adverse impact on the Firm.

*Investments Longer than Term.* Although the Firm will seek to manage the Funds' investments so that they will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, it is impossible to predict what market conditions will be in ten to twelve years. As a result, the Funds may make investments which may not be advantageously disposed of prior to the date the Funds are dissolved, either by expiration of the Funds' term or otherwise. In addition, there can be no assurances with respect to the time frame in which the winding-up and the final distribution of proceeds to the Investors will occur.

*Valuation.* For financial reporting purposes, investments are recorded at their estimated fair value, as determined in good faith by the Firm. In the absence of special circumstances, all investments, other than restricted and privately held investments, are valued at market value. Generally, the Firm will not employ a third party valuation firm or pricing service in the valuation of investments for financial reporting purposes. Publicly traded securities are valued by the Firm taking into consideration the market price per share as of the balance sheet date and the total number of shares held by the Funds. Restricted and privately held portfolio investments, which may not have readily ascertainable market values, are valued at fair value, which is the estimated amount that would be received in a sale of the portfolio investment in an orderly transaction between market participants at the measurement date. Generally, various valuation techniques and inputs are considered in valuing private portfolio investments. The fair values of private equity investments may be determined by reference to projected revenue, net earnings, EBITDA, the discounted cash flow method, public market or private transactions, valuations for comparable companies and other measures which, in many cases, are

unaudited at the time received. Valuations may be derived by reference to observable valuation measures for comparable companies or transactions (e.g., annual recurring revenue, multiplying a key performance metric of the investee company such as EBITDA by a relevant valuation multiple observed in the range of comparable companies or transactions), adjusted by the General Partner for differences between the investment and the reference comparables, and in some instances by reference to option pricing models or other similar methods. Consideration is also given to exchange rate fluctuations for investments denominated in foreign currencies. However, there can be no guarantee that the Firm will have access to all information necessary to accurately value portfolio companies. Due to the inherent uncertainty of valuation, the Firm's determination of values may differ significantly from values that would have been realized had a ready market for the investments existed, and the differences could be material. The actual realized returns on unrealized investments will depend on, among other factors, future operating results, the value of assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions on which the valuations are based. Accordingly, the actual realized returns on unrealized investments may differ materially from the returns indicated herein or at any point in time prior to realization.

*Cybersecurity.* The operations of Full In and the Funds are dependent on technology information and communication systems. A failure of any such system or a security breach or cyber-attack could significantly disrupt Full In's operations and those of the Funds. The service providers of Full In and the Funds are subject to the same cyber-security threats as Full In and the Funds. If a service provider fails to adopt, implement or adhere to adequate cyber-security measures, or in the event of a breach of its networks, information relating to the Funds, the Funds' operations and personal information relating to shareholders may be lost, damaged or corrupted or improperly accessed, used or disclosed.

*Armed Conflict, Terrorism and Catastrophes.* Armed conflict, acts of terrorism and catastrophes could subject the Funds to the risk of loss arising from exposure that it may incur, indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes, and other natural disasters, terrorism, armed conflict, war, and other catastrophic events. These risks of loss can be substantial and could have a material adverse effect on the Funds and Investor's interests therein.

*COVID-19 Pandemic.* In December 2019, the virus SARS-CoV-2, which causes the coronavirus disease known as COVID-19, surfaced in Wuhan, China. The disease spread around the world, resulting in the temporary closure of many corporate offices, retail stores, and manufacturing facilities across the globe, as well as the implementation of travel restrictions and remote working and "shelter-in-place" or



similar policies by numerous companies and national and local governments. These actions caused the disruption of manufacturing supply chains and consumer demand in certain economic sectors, resulting in significant disruptions in local and global economies. The short-term and long-term impact of COVID-19 on the operations of the Firm and the performance of the Funds is difficult to predict. Any potential impact on such operations and performance will depend to a large extent on future developments and actions taken by authorities and other entities to contain COVID-19 and its economic impact. These potential impacts, while uncertain, could adversely affect the performance of the Fund(s).

#### **ITEM 9. DISCIPLINARY INFORMATION**

There have been no legal or disciplinary events involving either Full In or any of its management persons that are material to the Firm's advisory business.

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

Neither Full In nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Full In or any of its affiliates is registered to or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

The General Partner is an entity of, and under common control with, Full In.

Full In does not recommend or select other investment advisers for its Funds to which it receives compensation directly or indirectly from those advisers.

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

Through Full In's service as an investment adviser, there may arise many potential conflicts of interest, including, but not limited to, those identified below. The Firm has policies and procedures to address such potential conflicts of interest. Full In has adopted a Code of Ethics (the "Code"), which describes the Firm's fiduciary duties and responsibilities to its Funds, requires that the Firm's supervised persons act in the best interests of the Funds to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. Full In's supervised persons are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate parties of any actual or suspected violations of such laws by the Firm or its supervised persons. Initially, upon hire, and on an annual basis thereafter Full In requires that all supervised persons certify to their receipt, review, understanding and compliance with the provisions of the Firm's Code.

In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Firm's supervised persons. The Code requires all supervised persons to report all "reportable securities" transactions and provide a summary of reportable securities holdings initially upon hire and annually thereafter. Supervised persons are also prohibited from trading in certain types of personal securities and require pre-clearance for other personal securities and for all private investments. The Code also addresses outside activities of employees, conflicts of interest, policies and procedures concerning the prevention of insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and the pre-clearance and reporting of political contributions. Full In will provide a complete copy of the Code to any client or prospective client upon request.

Full In serves as the investment adviser to the Funds. Supervised persons (and their affiliates and/or relatives) may make investments in the Funds. The Firm generally does not receive compensation from such investments from supervised persons. Additionally, the Firm and certain of its employees have a financial interest in the Funds through an incentive allocation or a direct investment interest in the Funds. As such, Full In could be considered to have recommended to Investors that they buy or sell securities or investments in which the Firm or a related person has some financial interest. These investments are intended to align the interests of Full In with those of the Funds and the Investors; therefore, the Firm does not believe that these arrangements present any material conflict of interest.

#### **ITEM 12. BROKERAGE PRACTICES**

Full In provides discretionary investment advice to the Funds and does not have an active brokerage relationship due to the type of investments made by Full In for the Funds.

#### **ITEM 13. REVIEW OF ACCOUNTS**

The Funds' investments are continually monitored and reviewed by the investment team. The Principals will be responsible for, among other things, reviewing the investments in the context of the Funds' stated objectives and monitoring for portfolio and risk management.

More frequent reviews may be triggered by material changes in key variables that may affect the performance of the investments, including, without limitation, changes in the financial markets, activity and trends in the political or economic environment, as well as the specific circumstances effecting the Funds.

Audited financial statements are provided to Investors in the Funds, within 120 days of the end of each Fund's fiscal year, as required by Rule 206(4)-2 under the Advisers Act (the "Custody Rule").

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

Full In does not receive an economic benefit from anyone, other than from the Funds, for providing investment advice or other advisory services to the Funds.

Full In uses third-party marketers for client referrals and pays referral fees to such marketers for obtaining new Fund investors. The Firm seeks to ensure that the third-party marketer properly maintains all registrations and licenses under the Securities Exchange Act of 1934, as amended, the Advisers Act, and all other laws and regulations applicable to its operation and pursuant to the services it is offering Full In, including registration and/or qualification as a broker-dealer with the SEC, FINRA and every state or territory of the United States where such registration or qualification is required.

Full In also ensures that all fees are paid pursuant to a written agreement between Full In and the third-party marketer, and that the third-party marketer provides each prospective investor who is solicited with a copy of Full In's Form ADV Part 2 as well as a separate disclosure statement describing the relationship between Full In and the third-party marketer.

#### **ITEM 15. CUSTODY**

For purposes of Rule 206(4)-2 under the Advisers Act, as amended (the "Custody Rule"), Full In is deemed to have custody over the Funds' assets. In accordance with the Custody Rule, a qualified custodian will not be required to deliver quarterly account statements to the Funds or their respective Investors as long as (i) the Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, (ii) the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) Full In delivers such annual audited financial statements to Investors within 120 days after the end of each Fund's fiscal year.

#### **ITEM 16. INVESTMENT DISCRETION**

Full In accepts discretionary authority to manage assets and securities on behalf of the Funds through the investment management agreement with the Funds. The Investors generally do not have the ability to place any limits on Full In's authority beyond the limitations set forth in the Offering Documents of the applicable Fund.

#### **ITEM 17. VOTING CLIENT SECURITIES**

Neither Full In nor the Funds will vote public company proxies.

**ITEM 18. FINANCIAL INFORMATION**

Registered investment advisers are required in this Item to provide certain financial information or disclosures about the registered investment adviser's financial condition. Full In has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.