

Item 1. Cover Page

MIRABILIS MANAGEMENT COMPANY LLC

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**FORM ADV PART 2A
Informational Brochure
March 28, 2023**

This brochure provides information about the qualifications and business practices of Mirabilis Management Company LLC. If you have any questions about the contents of this brochure, please contact us at (646) 395-3900. 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.

Mirabilis Management Company LLC is registered as an Investment Adviser with the SEC. Our registration does not imply a certain level of skill or training.

Additional information about Mirabilis Management Company LLC also is available on the SEC’s website at www.adviserinfo.sec.gov. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

This brochure (“Brochure”) has been prepared according to the requirements and rules promulgated by the United States Securities and Exchange Commission (“SEC”). There are no material changes to report.

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Item 4. Advisory Business

For purposes of this brochure, “Mirabilis” means Mirabilis Management Company LLC, a Delaware limited liability company, “Parent” means Mirabilis Group LLC, a Delaware limited liability company, “Fernweh Group” means Fernweh Group LLC, a Delaware limited liability company, and “FEOC” means Fernweh Engaged Operator Company LLC, a Delaware limited liability company. Parent is the sole owner of Mirabilis, Narendra Santhanam is the sole owner of Parent, and Fernweh Group is the sole owner of FEOC.

Mirabilis is a Registered Investment Advisory firm established in September 2021. Fernweh Group currently has approximately \$300M of assets under management, of which Mirabilis makes the investment decisions as further described below. As a fiduciary, we must disclose any conflict, or potential conflict, to you prior to and throughout our advisory relationship. We are legally and ethically required to always act in your best interest. We have adopted a Code of Ethics and fully disclose how we are compensated (see Item 11 below). This minimizes conflicts of interest.

Executive Services

Mirabilis has entered into an Executive Services Agreement (the “ESA”) with its affiliated company, FEOC. The ESA provides for the provision of services by Mirabilis for activities such as transformation of portfolio companies on behalf of FEOC, and in turn, the ESA provides for the payment by FEOC of Mirabilis’ costs and expenses incurred in providing these services. Through a proprietary network of relationships, Mirabilis identifies and contracts with companies in need of business transformation services. In addition to providing advice on how to streamline business function and improve the quality and efficiency of these companies, Mirabilis will also provide advice on potential mergers and acquisitions. Through the capital it manages, and through third-party capital raises, FEOC or Fernweh Group will also be part owner of the firms with which they contract.

Investment Management Services

Mirabilis has entered into an Investment Management Agreement (the “IMA”) with Fernweh Group. The IMA provides for the provision of services by Mirabilis as the investment manager to Fernweh Group, and in turn, the IMA provides for the payment by Fernweh Group of Mirabilis’ costs and expenses as the investment manager. Under the IMA, Mirabilis provides investment management services to private funds who invested in Fernweh Group. The recommendations made and management thereafter are for private investment vehicles only.

Item 5. Fees and Compensation

A. Fees Charged

FEOC receives compensation for the Executive Services provided by Mirabilis in the form of fixed transformation services fees. The fee for Executive Services will be a fixed dollar fee, equity grant subject to vesting, or a combination thereof, based on the assignment and the complexity of the engagement. Fees for Executive Services will vary and are negotiable.

Fernweh Group receives compensation for the Investment Management Services provided by Mirabilis in the form of a percentage of the amount invested. The percentage will vary according to client and is negotiable. Generally, management fees will range from 0.00% to 2.00%.

B. Fee Payment

Fees for services provided by Mirabilis will be payable quarterly, in advance, upon receipt of an invoice from FEOC or Fernweh Group, as applicable. If the client terminates the agreement prior to completion of the services, any unearned fees will be returned to the client.

C. Other Fees

There are additional out of pocket fees clients may be expected to bear. These include the legal fees associated with the closing of investments, diligence expenses and other costs of investment. The reimbursement to Mirabilis of these fees are provided for in the ESA and IMA.

Item 6. Performance-Based Fees

Mirabilis will not charge performance-based fees.

Item 7. Types of Clients

It is anticipated that Mirabilis will render advice in the form of Executive Services to FEOC and its portfolio companies, and in the form of Investment Services to Fernweh Group and its private funds investors. It is also anticipated that Mirabilis will render advice in the form of Investment Services to institutional investors.

Item 8. Methods of Analysis, Investment Strategies, and Risk of Loss

It is anticipated that Mirabilis will render advice to private funds sponsored by related persons as well as to institutional investors regarding private companies. The investment approach will be similar for both types of clients.

Investment Strategy

Mirabilis has an Investment Committee which is comprised of Mirabilis' senior firm professionals.

The investment decision process is ongoing during the life of a potential investment and is adapted and modified from time-to-time, as appropriate, depending on the specific elements of each investment opportunity. Each potential investment is continuously evaluated during the due diligence process to determine, among other things, whether the team believes that: (i) the underlying industry fundamentals are sound; (ii) Mirabilis, along with the company's management team, other identified professionals or corporate partners, have the capability to create and execute a long-term growth strategy; (iii) the purchase price and terms are reasonable; (iv) any potential liabilities not reflected in the financial statements are correctly identified and are within acceptable parameters; and (v) the investments' return objectives can be met within acceptable risk parameters, particularly with respect to strategy, financial projections, underlying assumptions, and capital structure.

Identification and Sourcing

The principals of Mirabilis work through their networks to develop strong relationships with numerous market participants, such as management teams and investment banks. Each of the principals of the firm is actively involved in identifying potential investment opportunities. Initial screening is carried out by one or more of the principals. If the transaction is potentially attractive, the principals will decide as a group whether to pursue the opportunity.

Mirabilis holds regular team meetings where they discuss the basic overview of the transaction, the process and thesis. The management team then meets to review the preliminary due diligence for the investment. The Investment Committee then decides whether to pursue the investment, any budgeting or due diligence issues and the terms of the bid.

Analysis and Due Diligence

The due diligence process is designed to identify and substantiate the particular attributes of each potential investment. Each investment undergoes a review process, including analysis of business and operational dynamics as well as both historical and projected financial information. Areas of additional focus may include management experience and capability, industry and competitive dynamics and tangible and intangible asset values. The principals may also seek to verify any understandings established during due diligence by personally contacting customers, suppliers and competitors. On-site due diligence may also be performed to provide support for the investment thesis.

Item 9. Disciplinary Information

Criminal or Civil Actions

Mirabilis and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Mirabilis and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Mirabilis and its management have not been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of Mirabilis.

Item 10. Other Financial Industry Activities and Affiliations

A. Broker-dealer

None of the principals of Mirabilis, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities.

B. Futures Commission Merchant/Commodity Trading Advisor

None of the principals of Mirabilis, nor any related persons are registered, 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.

Item 11. Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

- A. A copy of the Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts and entertainment.
- B. Mirabilis does not recommend to clients that they invest in any security in which Mirabilis, or any principal thereof has any financial interest.

- C. Firm principals may at some point recommend and choose to invest in a security in their personal account that is already in, or being considered for, a client account. Principals will not place personal trades before client trades in the same security.
- D. Firm Principals may at some point choose to invest in a security in their personal account at the same time that security is being traded for or being considered for, a client account. Principals will not place personal trades before client trades in the same security at the same time.

A copy of the Code of Ethics is available to any client or prospective client upon written request to: Attn: Daniel C. Flynn, Mirabilis Management Company LLC, 27874 Via Corita Way, Los Altos Hills, CA 94022.

Item 12. Brokerage Practices

[As Mirabilis recommends private investments, Mirabilis anticipates that investments in publicly traded securities will be infrequent occurrences (e.g., money market instruments pending investment in a portfolio company, securities held as a result of initial public offerings of portfolio companies, going-private transactions, etc.). Because Mirabilis focuses on making investments in private securities, it does not engage in traditional brokerage transactions, receive research from any broker-dealer, utilize any soft dollar relationships with any broker, nor permit investors to stipulate the direction of brokerage. In the event that a portfolio company becomes publicly traded, Mirabilis will develop and disclose appropriate procedures for trading, brokerage, soft dollars, trade aggregation, and any other trading or brokerage related issue relevant at the time.

Item 13. Review of Accounts

Mirabilis focuses on investments in private companies. All investments are carefully reviewed by the Investment Committee. Portfolio companies are reviewed on a continuous basis.

Item 14. Client Referrals and Other Compensation

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.

This item is not applicable, as Mirabilis is not provided any economic benefit by third parties for providing services to clients.

B. Compensation to Non-Advisory Personnel for Client Referrals.

Mirabilis does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15. Custody

Mirabilis will have custody of private securities and will also have custody by virtue of a related person acting as the general partner of a private equity fund.

Investors will receive quarterly valuations of private investments, and quarterly statements from the private fund. The private fund will be audited by a PCAOB accounting firm.

Item 16. Investment Discretion

For those accounts where Mirabilis provides Investment Management Services, Mirabilis maintains discretion over client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. Investment discretion is explained to clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the client will execute a Limited Power of Attorney, which will grant our firm discretion over the account. Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the client.

Item 17. Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

Clients are primarily invested in privately-held portfolio company investments which typically do not issue proxies; therefore, the voting of proxies and participation in class actions is not currently applicable to Mirabilis. The investment opportunities that Mirabilis seeks allows for influence on the management, operations and strategic direction of the portfolio companies; through majority interest and/or through its employees who serve as officers and directors on portfolio company boards. The exercise of control and/or significant influence over a portfolio company imposes additional risks of liability for product defects, environmental damage, failure to supervise management and other types of liability in which the limited liability generally characteristic of business operations may be ignored. The exercise of control and/or significant influence over a portfolio company could also expose the assets of the Funds to claims by such portfolio company, its security holders and its creditors.

Item 18. Financial Information

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.