

# **Arcano Capital USA, Inc.**

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**March 29, 2023**

## **FORM ADV PART 2A BROCHURE**

This brochure provides information about the qualifications and business practices of Arcano Capital USA Inc. ("Arcano"). If you have any questions about the contents of this brochure, please contact us at [legal@arcanopartners.com](mailto:legal@arcanopartners.com) or at 714-856-6052. 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 Arcano is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Arcano 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.

## Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the date of our annual updating amendment on March 30, 2022, we have the following material changes to report:

- Item 4 Advisory Business: added a description of services that Arcano provides to an affiliate based in Spain ("Arcano Capital SGIIC, S.A.U.", hereinafter, "Arcano Spain"). Such services include, but are not limited to: introduction of potential investment opportunities for subsequent analysis by various investment committees of Arcano Spain, market research; deal flow, and assistance with engagement or introduction of Arcano Spain to U.S.-based private equity and/or venture capital firms.
- Item 5 Fees and Compensation: updated to reference fixed fees related to the services provided by Arcano to Arcano Spain.

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## Item 4 Advisory Business

### Description of Firm

Arcano is a registered investment adviser based in Newport Beach, CA. We are organized as a under the laws of the State of Delaware. We are owned by Arcano Capital Advisors, S.L. Alvaro de Remedios is the indirect primary owner of Arcano Capital Advisors, S.L.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Arcano and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Arcano serves as the investment adviser and provides discretionary investment advisory services to private investment funds (individually, a "**Fund**" and collectively as the "**Funds**"). The detailed terms, strategies and risks applicable to the Fund(s) are described in each Fund(s)' organizational and offering documents regarding the investment of client funds based on the individual needs of the client. Details of the guidelines, parameters and restrictions on investments relating to the Fund(s)' clients may be found in the applicable Fund(s)' Private Placement Memorandum.

Such funds are available for investment only by institutional investors and other sophisticated, high-net-worth investors, who meet the eligibility requirements of the applicable fund set forth in its Governing Documents. Each such fund is exempt from registration as an investment company under the U.S. Investment Company Act, as amended (the "Investment Company Act"), under Section 3(c)(1) and/or 3(c)(7) thereof.

In addition, Arcano provides investment advice to an affiliate based in Spain ("Arcano Capital SGIIC, S.A.U.," hereinafter, "**Arcano Spain**") by introducing potential investment opportunities for subsequent analysis by investment committees of Arcano Spain. The services provided by Arcano to Arcano Spain also includes, but is not limited to, market research, deal flow, and assistance with engaging or introducing such affiliates to U.S.-based private equity and/or venture capital firms.

### Assets Under Management

As of December 31, 2022, Arcano provides continuous management services for \$32,284,048 in client assets on a discretionary basis, and \$0 in client assets on a non-discretionary basis.

## Item 5 Fees and Compensation

The information provided herein merely summarizes the detailed information provided in the Fund(s)' offering and/or organizational documents. Current Fund(s) investors or prospective investors in any Fund launched by Arcano should be aware of the substantial risks associated with the investment as well as the terms applicable to such investment.

### Management Fees

Management fees are paid by the Fund(s) quarterly in advance and are calculated as a percentage of a specified fee base. The fee base is specified in the legal documentation of the Fund(s) and can be based on the NAV of the Fund(s), the Commitments from investors, the Equity invested by the Fund(s) or any other indicator. The fee base may also be different depending on the period of the Fund(s) (i.e., fund raising period, investment period, etc.).

In addition, the Fund(s)' general partner (or other party as noted in the Fund(s)' organization and/or offering documents) receives carried interest, a form of performance-based compensation as described in Item 6. The general partner may charge transaction fees to portfolio companies in which the Fund(s) invests. Such fees are entirely credited as an offset to the management fee payable by Fund(s) investors.

Arcano generally deducts fees from the Fund(s) pursuant to the organizational and/or offering documents of the Fund(s). Investors must understand the proposed method of compensation to Arcano and its affiliates and the risks prior to investing in the Fund(s). Investors should refer to the Fund(s) offering documents and/or organizational documents for detailed information regarding fees, fee offsets and performance-based compensation. It is also important to note that any new fund launched by Arcano may have similar or materially different terms than the Fund(s).

With regards to the investment advice provided by Arcano to Arcano Spain, Arcano receives a fixed annual fee, paid quarterly.

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

The general partner (or other party as noted in the Fund(s)' organization and/or offering documents) may receive a carried interest, provided investors achieved a specified preferred return. Carried interest is subject to clawback and other standard adjustments, as noted in the Fund(s)' offering documents.

Arcano does not offer advisory services to investors who do not pay performance-based compensation, and therefore, Arcano does not have an incentive to favor performance-based compensation accounts over non-performance-based compensation accounts.

## **Item 7 Types of Clients**

Arcano presently provides discretionary investment advisory services to private investment funds.

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

### **Private Funds**

Arcano bases its advice to such private investment funds on the investment objective and restrictions (if any) set forth in the applicable offering memorandum, organizational documents, investment management agreement, and/or subscription agreements.

Please refer to the Fund(s)' offering documents for further information regarding methods of analysis, investment strategies and risk of loss.

## **Item 9 Disciplinary Information**

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

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

The general partner for the Fund(s) is related to Arcano through common ownership and control. The general partner shares many of the same executive officers with Arcano. Arcano employees may serve on boards of directors, creditor committees or in other management capacities at companies in which the Fund(s) invests. This may expose the firm and its Fund(s) to certain limitations on the ability to trade the securities of the issuer company and certain conflicts of interest. As a result of such service, an employee may become aware of material non-public information about the portfolio company in which the Fund(s) invests, which could substantially restrict the Fund(s)' ability to trade the securities of such portfolio company. Such limitations may cause the Fund(s) to forgo sales or purchases that it would otherwise make, thereby exposing the Fund(s) to losses and lost opportunities.

Arcano is also affiliated with a foreign broker-dealer, investment adviser and sponsor of pooled investment vehicles. Although Arcano does not share the same physical location, Arcano shares certain supervised persons with such affiliated entities.

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

### **Description of Our Code of Ethics**

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

### **Participation or Interest in Client Transactions**

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

## **Item 12 Brokerage Practices**

The investments targeted by the Fund(s) generally do not require the use of a broker-dealer. On certain occasions, however, an investment by the Fund(s) or disposition of securities held by the Fund(s) will require Arcano to select a broker-dealer to execute a transaction. To facilitate the sale of public securities that may, from time to time, be held by the Fund(s), Arcano may select one or more broker-dealers to provide execution services. When selecting such broker-dealers Arcano will ensure that the selection is consistent with its duty to seek "best execution" of Fund(s) transactions. "Best execution" means obtaining for the Fund(s) the lowest total cost (in purchasing a security) or highest total proceeds (in selling a security), taking into account the circumstances of the transaction and the reputation and reliability of the executing broker-dealer.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, Arcano takes into account all factors that it deems relevant to the broker's or dealer's execution capability, including price, the size of the transaction, the nature of the market for the

security, the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.

### **Item 13 Review of Accounts**

Arcano monitors the portfolio funds and companies of the Fund(s) on an ongoing basis. The senior managers of Arcano are responsible for the day-to-day management of the Fund(s). Arcano has an Investment Committee which examines, reviews, and approves all investments. Arcano has a related fiduciary duty to conduct reasonable due diligence with respect to an investment (or other financial instrument) acquired for the Fund(s) so that Arcano has a reasonable basis for making an investment.

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

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

We serve as the adviser to the "Fund", a private pooled investment vehicle in which you may be solicited to invest. The Fund(s) is offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Fund(s) is offered will receive a private placement memorandum and other offering documents. The fees charged by the Fund(s) are separate and apart from our advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund(s). Persons affiliated with our firm may have made an investment in the Fund(s) and may have an incentive to recommend the Fund(s) over other investments.

### **Item 15 Custody**

#### **Private Investment Companies**

In our capacity as investment adviser to the Fund(s), we will have access to the Fund(s)' funds and securities, and therefore have custody over such funds and securities. We provide each investor in the Fund with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

### **Item 16 Investment Discretion**

As investment adviser to the Fund(s), Arcano is granted the discretionary authority in the Fund(s)' organizational documents to determine which investments to make and the amounts of the investment to be made on behalf of the Fund(s). Our investment decisions and advice with respect to the Fund(s) are subject to the Fund(s)' investment objectives and guidelines, as set forth in its offering documents.

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

Arcano defines a "Vote" to include any proxy and any shareholder vote or consent. This includes votes where Arcano votes or gives consents with respect to securities owned by the pooled investment vehicles advised by Arcano for which Arcano exercises voting authority or discretion.

Arcano's primary consideration in voting is the financial interest of its clients. In the ordinary course, the interests of a client may conflict with the interests of Arcano, other Funds and/or Arcano's affiliates. Any conflicts of interest relating to voting, regardless of whether actual or perceived, will be addressed in accordance with these policies and procedures. Arcano does not permit voting decisions to be influenced in any manner that is contrary to, or dilutive of, this guiding principle.

It is the general policy of Arcano to vote or give consent on matters related to investments held by the Fund(s). However, Arcano reserves the right to abstain on any particular Vote or otherwise withhold its vote or consent, if in the judgment of Arcano's Investment Committee, the costs associated with voting outweigh the benefits to the relevant Fund(s) or if the circumstances make an abstention advisable and in the best interests of the relevant Fund(s).

In connection with voting, Arcano's personnel may, meet with members of a company's management and discuss matters of importance to the Fund(s). Arcano believes that the recommendation of management should be considered; however, Arcano will evaluate each issue based on its own merits and will not support a management position that is not in the best interest of Arcano's clients.

All Arcano investment professionals are expected to perform their tasks relating to the voting of votes in accordance with the principles set forth above. If at any time any investment professional becomes aware of any potential or actual conflict of interest or perceived conflict of interest regarding any particular voting decision, he or she should contact the CCO. If any investment professional is pressured or lobbied either from within or outside of Arcano with respect to any particular Voting decision, he or she should contact the CCO. The CCO will use his or her best judgment to address any such conflict of interest and ensure that it is resolved in accordance with his or her independent assessment of the best interests of the Fund(s). Where the CCO deems appropriate, unaffiliated third parties may be used to help resolve conflicts.

## **Voting**

All Arcano personnel are responsible for promptly forwarding all proxy materials, consent or voting requests or notices or related materials to the Investment Committee. The Investment Committee shall be responsible for ensuring that each Vote is voted in a timely manner and as otherwise required by the terms of such Vote.

All Voting decisions initially are referred to the appropriate investment professional or the general partner for a voting decision. In most cases, the investment professional covering the particular investment will make the decision as to the appropriate vote. If the investment professional is making the Voting decision, the investment professional will inform the Investment Committee of the Voting decision prior to the vote, and if the Investment Committee does not object to such decision as a result of his or her conflict of interest review, the Vote will be voted in such manner. If the investment professional and Investment Committee are unable to arrive at an agreement as to how to vote, then the Investment Committee may consult with the CCO and/or the LP Advisory Committee as to the appropriate vote, which will then review the issues and arrive at a decision based on the overriding principle of voting in the best interest of Arcano's client.

## **Item 18 Financial Information**

We have not filed a bankruptcy petition at any time in the past ten years.

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

## **Item 19 Requirements for State-Registered Advisers**

Arcano Capital USA is a federally registered investment adviser; therefore, we are not required to respond to this item.

## **Item 20 Additional Information**

### **Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.