



*Part 2A of ADV:  
Avoro Capital Advisors LLC Brochure*

**Item 1 – Cover Page**

# Avoro Capital Advisors LLC

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March 10, 2023

This Brochure provides information about the qualifications and business practices of Avoro Capital Advisors LLC (“AVCAP”) and its relying adviser, Avoro Ventures LLC (“Avoro Ventures”), or (collectively, “Avoro” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at 212-937-4970 or [sepstein@avorocapital.com](mailto:sepstein@avorocapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Avoro is a registered investment adviser with the SEC. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about Avoro also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



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## **Item 2 – Material Changes**

This firm brochure (“Brochure”) is AVCAP's annual updating amendment to its last filing, which was filed on March 15, 2022. AVCAP is currently registered as an investment adviser with the SEC.

While this update to our Brochure contains changes and updates to certain information, we do not feel that they constitute material changes from the last filing of our Brochure. However, clients and prospective clients should review the Brochure carefully.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting Scott Epstein, Chief Financial Officer and Chief Compliance Officer, at 212-937-4970 or [sepstein@avorocapital.com](mailto:sepstein@avorocapital.com).

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



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#### **Item 4 – Advisory Business**

##### **A. Description of the Advisory Firm and Types of Advisory Services**

Avoro Capital Advisors LLC (“AVCAP”) is a Delaware limited liability company initially formed on September 24, 2009 as venBio Select Advisor LLC. AVCAP is managed and fully controlled, by Dr. Behzad Aghazadeh.

On May 3, 2019, a strategic transaction (the “Transaction”) was closed whereby venBio Select Advisor LP sold its wholly owned subsidiary, venBio Select Advisor LLC, the investment manager of the venBio Select Funds (the “Select Funds”), to a newly-formed holding company, Avoro Capital L.P. (the “Holding Company”). The Holding Company is jointly owned by Dr. Behzad Aghazadeh and Dr. Garheng Kong. Pursuant to this transaction, venBio Select Advisor LLC was renamed Avoro Capital Advisors LLC and the Select Funds were renamed Avoro Life Sciences Fund LLC and Avoro Life Sciences Offshore Fund Ltd. (our Cayman feeder fund), respectively. The Transaction did not result in any changes to the terms of the Funds

Dr. Aghazadeh remains responsible for managing AVCAP, and Dr. Kong does not have day-to-day involvement in the business and affairs of AVCAP. As described further below and in response to Item 10, Dr. Kong is the founder and Managing Partner of HealthQuest Capital Management, LLC (“HealthQuest”).

AVCAP provides investment advice and management to privately placed investment funds, including a Delaware limited liability company (the “Master Fund”) and a non-U.S. company (the “Feeder Fund”, together with the Master Fund, “the Avoro Life Sciences Funds”). The Feeder Fund pursues its investment activities by investing all or a portion of its assets into the Master Fund. AVCAP may decide in the future to sponsor or manage additional private investment funds and/or provide investment advisory services to separately managed accounts (collectively with the Avoro Life Sciences Funds, the “AVCAP Clients”). The AVCAP Clients’ investment objective is to achieve attractive returns with moderate risk. The AVCAP Clients invest primarily in the equity, debt and associated derivatives of companies operating in the life sciences sector and related industries.

Avoro Ventures LLC (“Avoro Ventures”, collectively with AVCAP, “Avoro”) is a subsidiary of the Holding Company, formed as a Delaware limited liability company on August 10, 2020. It is a partnership owned by Dr. Aghazadeh and Dr. Kong, who acts as an Advisory Partner to the new entity. Through their respective interests in AVCAP and its general partner:

- Dr. Aghazadeh controls AVCAP and Avoro Ventures, holds a majority economic interest in Avoro Capital Advisors and Avoro Ventures, and receives certain indirect economic benefits in respect of HealthQuest; and
- Dr. Kong controls HealthQuest, holds a majority economic interest in HealthQuest, has a non-controlling, minority economic interest in Avoro Ventures, and receives certain indirect economic benefits in respect of AVCAP.

Avoro Ventures is a relying adviser to AVCAP, and is the investment manager to Avoro Ventures Fund L.P.



Avoro Ventures is the investment manager to the Avoro Ventures Fund L.P. (the “Ventures Fund”, collectively with the Life Sciences Funds, the “Funds”, and collectively with the AVCAP Clients, the “Clients”) and shall provide management and administrative services to the Ventures Fund. The Ventures Fund's investment objective is to achieve superior investment returns by making, primarily, long-term, early-stage investments in the equity and equity-related securities of healthcare companies, chiefly in the biotechnology subsector. The Ventures Fund invests primarily in privately-held companies. In select instances, investments may also be made in “value added” public companies.

The Funds are offering interests (the “Interest(s)”) to certain qualified investors as described in response to Item 7. Investors in the Funds, including prospective investors, are referred to herein as “Investors”. Avoro's strategy and the risks involved are described in response to Item 8, below.

**B. Client Tailored Services and Client Imposed Restrictions**

Advisory services are tailored to achieve the Clients’ investment objectives as described more fully in each Fund’s offering and governing documents (the “Constituent Documents”). Generally, the Firm has the authority to select which and how many securities and other instruments to buy or sell without consultation with the Clients or their Investors.

**C. Wrap Fee Programs**

The Firm does not participate in wrap-fee programs.

**D. Amounts under Management**

As of December 31, 2022, Avoro had approximately \$5,410,342,923 in net assets under management:

<b>Discretionary Amounts:</b>	<b>Non-Discretionary Amounts:</b>	<b>Date Calculated:</b>
\$5,410,342,923	\$0	December 31, 2022

Please note that the figure above reflects the net asset value of the AVCAP Clients, as well as the Avoro Ventures Fund net asset value plus uncalled capital commitments.



## Item 5 – Fees and Compensation

### A. Fee Schedule

The fees and compensation payable to Avoro and its relying adviser are negotiable and may vary among its Clients. However, the range of compensation is generally as follows:

#### 1. *Management Fees*

From the Avoro Life Sciences Funds, AVCAP typically receives a monthly asset-based management fee calculated as a percentage of each Investor's capital account, payable quarterly in advance. The management fee is typically about 0.5% per quarter (approximately 2.0% annually).

From the Avoro Ventures Fund, during the Investment Period, the Management Fee will be equal to 0.625% (i.e., 2.5% per annum) of each Investor's subscription. Beginning with the first fiscal quarter commencing after the end of the Investment Period, until the liquidation of the Fund is completed, the rate of the Management Fee with respect to each Limited Partner's Subscription will be reduced annually by 0.2% per annum (absolute), but not below 1.5%.

#### 2. *Incentive Allocation & Carried Interest*

AVCAP, or its affiliate, generally receives a performance allocation from the Avoro Life Sciences Funds (the "Incentive Allocation") equal to a percentage of the net income allocated to each Investor in the Life Sciences Funds for the year, subject to a "high water mark" procedure such that the incentive allocation is taken only to the extent net income allocated to that Investor exceeds any cumulative losses that were allocated to that Investor for earlier periods and that have not been recovered. This Incentive Allocation is generally 20% and is typically made at the end of each calendar year.

The Incentive Allocation will only be charged to accounts of those Investors and clients who are "qualified clients" as defined in Rule 205-3 of the Investment Advisers Act of 1940.

Fees and other compensation are negotiable in certain circumstances and arrangements with any particular Investor may vary.

For the Ventures Fund, one of Avoro Ventures' affiliates is allocated or paid a performance-based allocation ("Carried Interest") of 20% of the proceeds realized upon the disposition of the assets of the Ventures Fund; subject to the return of capital contributions to Investors and subject to a performance hurdle and catch-up distributions to the affiliate. Subject to the Ventures Fund exceeding a performance hurdle, Avoro Ventures receives 25% of proceeds realized in excess of this performance hurdle. Avoro Ventures or its affiliate may, in its sole discretion, reduce, waive or calculate differently the Carried Interest distributions with respect to any Investor without the consent of any other Investors.



## **B. Payment of Fees**

Advisory fees, incentive allocations, and third-party fees (discussed below) are generally deducted from Client assets. From the Avaro Life Sciences Funds, advisory fees, which are paid in advance, are withdrawn at the beginning of the month. Incentive allocations are allocated as of the last business day of the calendar year and as of any date on which an Investor makes a withdrawal or receives a distribution from such Investor's capital account(s).

The Avaro Ventures management fee will generally be paid quarterly in advance; provided that the first payment will be due on the initial closing date, and if the initial closing date is not the first day of a fiscal quarter, the first payment will be pro-rated based upon the number of days remaining in the fiscal quarter.

### **1. *Side Letters***

AVCAP and Avaro Ventures have entered into separate "side letter" agreements (each, a "Side Letter") with certain investors in the Life Sciences Funds and Ventures Fund, respectively, in connection with such Investors' admission to a Fund, which modify, alter or amend the terms attributable to such Investor's investment in the applicable Fund, and differ from certain terms offered by the Funds in general.

The terms of such Side Letters will be determined by Avaro in its sole discretion. To date, AVCAP has entered into Side Letters primarily with respect to various matters, such as (but not limited to) capacity rights, lower Management Fee and Performance Allocation rates (in exchange for longer lock-up commitments, specified subscription amounts, or otherwise), informational/notification rights with respect to certain events involving the Firm and/or the applicable Fund, rights with respect to transfers of interests, "most favored nations" rights, and clarifications and confirmations as to certain policies of the Firm and/or the applicable Funds; Avaro Ventures has entered into side letters containing various provisions, such as (but not limited to) name usage, confidentiality and tax matters. This description is not meant to be exhaustive and is meant to encompass Side Letters in effect across all Funds – the Side Letters in effect for a particular Fund may not encompass the entirety of the above list.

## **C. Third Party Fees and Expenses**

The Avaro Life Science Funds shall pay such costs and expenses as AVCAP shall reasonably determine to be necessary, appropriate, advisable or convenient to carry on its business and realize its objective, including but not limited to: (i) advisory fees; (ii) all general investment expenses (i.e., expenses which AVCAP reasonably determines to be directly related to the investment of a Client's assets); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance and consulting costs and expenses; (iv) fees, costs and expenses of third-party service providers that provide such services; and, (v) any extraordinary expenses, among other expenses.

AVCAP's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Clients. Such charges, fees and commissions are exclusive of and in addition to AVCAP's advisory fee, and AVCAP shall not receive any portion of these commissions, fees, and costs. Investors should refer to a Client's Constituent Documents for a full disclosure of costs and expenses that



may be borne by the Clients.

Please see Item 12 of this Brochure for more information about AVCAP's brokerage arrangements for its Clients.

The Avoro Ventures Fund will be responsible for all costs, expenses, liabilities and obligations incurred in connection with its operations and/or investments (to the extent not borne by a portfolio company), including, without limitation: (i) advisory fees; (ii) all general investment expenses (i.e., expenses which Avoro Ventures reasonably determines to be directly related to the investment of a Client's assets); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance and consulting costs and expenses; (iv) fees, costs and expenses of third-party service providers that provide such services; (v) expenses of the Advisory Board, and expenses incurred in connection with annual meetings of the Investors and/or meetings of portfolio companies, and expenses of any related reporting and, (vi) any extraordinary expenses, among other expenses.

Investors should refer to a Client's Constituent Documents for a full disclosure of costs and expenses that may be borne by the Clients.

#### D. Prepayment of Fees

AVCAP generally does not permit withdrawals from the Avoro Life Sciences Funds on dates other than the last day of each calendar quarter. In the event that AVCAP makes an exception to this policy, it will not refund the prepaid management fee for Interests held for less than a full quarter.

An Investor in the Ventures Fund may not directly or indirectly sell, assign or transfer all or any part of its Interest in the Fund except under certain limited circumstances and with the prior written consent of Avoro Ventures.

#### E. Outside Compensation for the Sale of Securities

Neither AVCAP nor its supervised persons accept compensation for the sale of securities or other investment products outside of its association with AVCAP.

The foregoing response to Item 5 represents AVCAP's basic compensation arrangements. The management fees and incentive allocations described above are structured to comply with Rule 205-3 under the Advisers Act and applicable state laws.





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

As discussed in Item 5.A., in addition to advisory fees, AVCAP, or its affiliate, generally receives a performance allocation equal to a percentage of the net income allocated to each Investor for the year from the Avoro Life Sciences Funds. Similarly, Avoro Ventures received carried interest from the Ventures Fund, as described above in Item 5.A. For the purposes of this Item, we refer to Carried Interest and the Incentive Allocation as "Performance Compensation".

Performance Compensation provides an incentive for Avoro to make riskier or more speculative investments on behalf of a Client than those which would be recommended under a different fee arrangement. In addition, this arrangement may cause Clients to pay a greater expense than if such fees were not charged. Notwithstanding this potential incentive, Avoro will evaluate investments in a manner that it considers to be in the best interest of the Clients, given those Clients' investment objectives, investment strategies, suitability of the investment, and risk profile.

To the extent that there are differences in Avoro's compensation arrangements, such circumstances could create an incentive for Avoro to manage Client portfolios so as to favor a portfolio that pays performance-based compensation over one that did not. Notwithstanding this conflict, AVCAP will allocate transactions and opportunities among the Clients' accounts in a manner it believes to be fair and equitable, considering each Client's objectives, programs, limitations and capital available for investment.



### **Item 7 – Types of Clients**

Avoro provides investment advisory services to the Funds based on the particular investment objectives and strategies described in the applicable Fund's Offering Documents. AVCAP may in the future provide services to other privately placed investment funds and/or separately managed accounts.

Investors in the Funds generally are required to complete and submit a subscription agreement binding them to the terms of a Fund's Offering Documents. Certain Funds admit only sophisticated U.S. taxable investors that are both "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, and "qualified purchasers" as defined in the Investment Company Act of 1940 (the "Investment Company Act") and the rules thereunder. Other Funds generally admit only sophisticated non-U.S. investors, or sophisticated U.S. tax-exempt investors that are both "accredited investors" and "qualified purchasers." The minimum initial investment for the Life Sciences Funds' investment capital is \$1,000,000. The Advisers may waive these minimums in their discretion. Other limitations also may apply.

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

### A. Methods of Analysis and Investment Strategies

#### 1. *Investment Objective: The Life Sciences Funds*

The Life Sciences Funds' objective is to achieve attractive returns with moderate risk. The Life Sciences Funds invest primarily in the equity, debt and associated derivatives of companies operating in the life sciences sector and related industries. However, the Life Sciences Funds' investment program is speculative and entails risk, and there can be no assurance that the investment objective of the Life Sciences Funds will be achieved.

The Life Sciences Funds will generally invest in securities of a broad range of life science companies that AVCAP believes can occupy leading positions in their markets and have the potential to return multiples on invested capital. AVCAP anticipate that the primary emphasis will be on companies engaged in the key sectors of the life sciences industry: biotechnology and pharmaceuticals, and to a lesser degree medical devices and instruments, healthcare services and healthcare information technology.

#### 2. *Investment Objective: The Ventures Fund*

As innovation is abundant across the healthcare spectrum, particularly within the biotechnology/therapeutics sector. In contrast, quality management teams, which in our opinion are equally paramount, are scarce within this burgeoning field. While limited access to capital can curb the progress of companies and an infusion of capital can enable scientific advancement, we believe it is oftentimes the oversight and advice of a strong board that enables superior business execution and determines ultimate success.

As such, the Ventures Fund strategy will be to seek private investments in emerging biotechnology companies founded on a strong scientific rationale, where investment capital, coupled with additional operational expertise via the Avoro Ventures team's direct participation in oversight of the company, can enable both scientific advancement and effective business execution. It is expected that companies in which the Fund invests will be well positioned to benefit from partnerships, acquisitions or attract significant interest from public investors, providing multiple exit options and attractive returns on the Fund's capital. The flexibility of the Fund's structure will allow for investments to be made at varying stages of a company's life cycle. In contrast to a more traditional venture capital fund, the Fund's portfolio is expected to include both late-stage and cross-over deals, which should allow for a reduced average duration of investment and provide opportunities to reduce the venture capital "J-Curve".

#### 3. *Sector Themes*

Avoro Clients intend to invest their assets in securities of U.S. and foreign life science companies, regardless of their stock market value (or "market capitalization"). The life sciences industry includes biotechnology and pharmaceuticals, medical devices and instruments, healthcare services and healthcare information

technology. Companies described as Health Care Equipment and Supplies, Health Care Provider Services, Pharmaceutical or Biotechnology Companies under the North American Industry Classification system are considered healthcare or biotechnology companies for purposes of investment by the Clients. These companies are principally engaged in: the design, manufacture or sale of products or services used for or in connection with health, medical, or personal care such as medical, dental and optical supplies or equipment; research and development of pharmaceutical products and services; the operation of healthcare facilities such as hospitals, and clinical test laboratories; and the design, manufacture, or sale of healthcare-related products and services, research, development, manufacture or distribution of products and services relating to human health care, pharmaceuticals, agricultural and veterinary applications, and the environment; and manufacturing and/or distributing biotechnological and biomedical products, devices or instruments or provide materials, products or services to the foregoing companies.

The Clients will pursue investment opportunities provided by the expansion of the healthcare market through an aging and consumer oriented patient population, important scientific and technological advances, and the fact that most major diseases including cardiovascular disease and cancer are poorly treated and remain largely unmet medical needs. The following is a summary of the Clients' investment strategies by sector:

- **Biotechnology/Biopharmaceuticals.** The biotech industry has expanded the understanding of causes and potential cures for many previously untreatable or poorly treated diseases and as such continues to be a rich source of innovation. Small and medium-size biotech companies are becoming the primary discovery engine for both large pharmaceutical ("Large Pharma") and large biotech companies ("Large Biotech"). Large Pharma, and to a lesser but growing degree Large Biotech, innovation infrastructures have been inefficient and caused a pronounced productivity gap represented by increasingly anemic drug development pipelines. Large Pharma's need for continued sales growth, compounded by patent expirations and diminished in-house R&D productivity, have made the in-licensing of new therapeutics a more important priority. Large Pharma has looked to biotech companies for products to fill their pipelines. Small biotech is increasingly becoming the leading source of drug discovery innovation and drug pipeline creation while Large Pharma and Large Biotech increasingly focus on executing large pivotal clinical studies and subsequent commercialization of products acquired from small biotech. The Clients expect to take full advantage of this development by focusing on investing in securities of the companies with novel therapeutics addressing significant unmet medical needs and diseases.
- **Medical Devices.** The medical device segment is maturing from its historical concentration on cardiovascular and orthopedic products, to include several more multi-billion dollar product categories such as ophthalmology, diabetes, and various minimally invasive and/or endoluminal technologies in the areas of GI/GU, respiratory, CNS, etc. Medtech companies are under constant pressure to innovate in order to maintain growth and remain competitive. However, large medtech companies have not proven to be effective innovators, and similar to Large Pharma, are stymied by the inertia of their own size. Investing successfully in medical device companies requires a specialized understanding of the needs of the large medtech companies, and the key issues that drive patient and physician adoption.

- **Healthcare Services and Healthcare Information Technology.** Investment opportunities in healthcare services are likely to arise from the impact of market forces, which demand both lower cost and better care, and from changes in government regulation and reimbursement policies. Healthcare information technology companies, driven by wireless technology and the internet, growth in bandwidth, microprocessor power, hardware miniaturization and commoditization, can deliver qualitative and quantitative benefits to the healthcare market. The Clients may invest in securities of healthcare services and healthcare information technology companies, such as: pharmaceutical outsourcing providers and innovative service businesses such as laser eye surgery, outpatient chemotherapy and renal dialysis. The Clients intend to focus on investing in securities of the companies with experienced management teams with clearly defined clinical and regulatory pathways and products that are strategically and commercially relevant.

#### *4. Investment Process: The Life Sciences Funds*

The Avoro Life Sciences Funds employ a hedged strategy by taking both long and short positions. The investment strategy is fully described in each Fund's Constituent Documents. The information below is a general summary of AVCAP's investment process and risk management strategy for the Clients. Investors must review the Constituent Documents for information regarding the investment strategy, investment process and risk management.

The Life Sciences Funds will invest primarily (but not exclusively) in long and short positions in equity securities of U.S. and non-U.S. publicly traded companies. The Life Science Funds may also invest in debt securities, convertible securities, options and warrants, currencies, forward currency contracts, swaps, physical commodities, or derivative instruments in respect of any of the foregoing. However, the Life Science Funds typically will not make speculative investments in macro instruments, such as foreign currencies, futures, sovereign fixed income securities or physical commodities.

AVCAP does not employ a single investment style, such as value or growth investing, but relies on the investment expertise of its investment professionals to select investment themes considered to represent attractive long or short positions. AVCAP uses a hybrid of traditional "value" and "growth" styles in an effort to identify opportunities that are mispriced relative to their intrinsic value, but generally emphasizes increasing, rather than compressing, earnings and margins.

AVCAP seeks to identify an investible universe of securities using screening techniques emphasizing tangible metrics, such as earning-growth-to-price-earnings ratio, cash flow dynamics, net asset values and other fundamental issuer data. AVCAP then seeks to understand the resource end-user supply and demand picture to gain insight into the macro context in which the issuer is operating and to assess growth projections. When the investment universe has been narrowed by these two processes, AVCAP begins deeper fundamental analysis of each issuer, emphasizing unique company attributes such as management teams, resource properties and/or physical plant, geopolitical aspects of an issuer's business, and similar issuer-specific data. AVCAP believes strongly that the quality of a company's management can greatly affect security performance, and therefore generally, but not always, seeks to develop long-term relationships with senior management of investee companies. Where AVCAP's investment process indicates an investment

opportunity, AVCAP considers the macro and resource-specific environment to inform timing of position entry, sizing and exit.

Securities are selected for the portfolio based primarily on fundamental analysis, although AVCAP may also employ other techniques to identify fundamental opportunities, evaluate portfolio sizing and risk and structure hedging transactions. The analysis process may include, without limitation, a detailed review of a company's financial statements, interviews with its management team, background checks on key management members, discussions with suppliers, customers and competitors, discussions with industry experts, and evaluation of comparative and historical price levels. Although AVCAP does not seek to "filter" investment opportunities based on macro perspectives, macro trends affecting an investment opportunity may form a fundamental part of any investment decision. Investments will generally take the form of long or short positions in equity, debt or convertible securities and associated derivatives. In addition to investment ideas generated internally, AVCAP and its personnel may also source ideas from established relationships with company managements, third party investment managers, industry experts, boutique research providers, published financial information and brokerage firm research.

AVCAP seeks to quantify and manage risk at both the position and portfolio levels. Position level risk management seeks to minimize the probability that large losses will develop without frequent reassessment by AVCAP, and to manage risk through alternative forms of investment, where appropriate.

Although the Life Science Funds focus primarily on equity investments, it is not limited to such investments, and there are no material restrictions on the particular types of investing in which the Life Science Funds may engage, on the percentage of the Life Science Funds' assets that may be committed to a particular type of investing, or on the particular trading markets in which the Life Science Funds may invest. The Life Science Funds' investment approach may uncover investment or short sale opportunities in other asset classes, including bonds, high yield debt, distressed securities, convertible bonds and privately placed securities. The Life Science Funds may attempt to take advantage of these opportunities when they arise.

#### *5. Investment Process: The Ventures Fund*

The Ventures Fund will seek to make, primarily, long-term, early-stage investments in the equity-related securities of healthcare companies, chiefly in the biotechnology subsector.

The strategy of the Ventures Fund will be to seek private investments in strategically positioned biotechnology companies that are likely to benefit from partnerships, acquisitions or interest from public investors, and the flexibility of the Ventures Fund's structure will allow for investments at varying stages of a company's life cycle.

In contrast to a more traditional venture capital fund portfolio, the Ventures Fund's portfolio is expected to include both late-stage and cross-over deals, which should allow for reduced average duration of investment and provide opportunities to reduce the venture capital "J-Curve". Typically, investments will be made in privately held companies at time of investment. In select instances, investments may also be made in "value-added" public companies, where we can acquire a substantial portion of outstanding shares and/or desire board representation. For earlier stage investments, we expect and will be prepared to support the portfolio

company through multiple stages of its lifecycle, and anticipate committing to several rounds of capital investment to those companies successfully executing on key milestones. While seed investments may be considered, we do not anticipate becoming involved in company formation.

We believe the pool of capable senior leadership teams in biotechnology to be sparse, and the presence of seasoned professionals capable of navigating clinical, regulatory and manufacturing processes to be paramount. Therefore, in addition to solid diligence at the initial investment entry point, the Ventures Fund will seek to add ongoing operational value through Board involvement, providing input on strategy and capitalizing on our broad strategic network to help companies navigate partnerships and achieve exit.

The stage of each prospective investment will be actively considered as part of the portfolio management process, with earlier stage deals likely to be made during the first few years and later stage deals or cross-overs to be made toward the end of the Ventures Fund's Investment Period. In aggregate, we expect investments to have an average hold period of approximately four years before liquidity is achieved.

The investment programs are speculative and may entail substantial risks. Since market risks are inherent in all securities investments to varying degrees, there can be no assurance that the investment objectives will be achieved. In fact, certain investment practices described above can, in some circumstances, potentially increase the adverse impact on the Clients' investment portfolio.

#### **B. Risks of Investments and Strategies Utilized**

**Investing in securities involves risk of loss that Clients and Investors should be prepared to bear.** Prospective investors should carefully consider the risks involved in an investment in the Fund, including those discussed below. Additional or new risks not addressed below may affect the Funds. The following list of risk factors cannot be and is not intended to be exhaustive. Prospective investors should consult their own legal, tax and financial advisers about the risks of an investment in the Fund. The following risk factors and other relevant risks could have a material adverse effect on the Funds and the Limited Partners' investments therein. Unless the context indicates otherwise, references in this section to risks that may apply to Avoro should be understood to apply to Avoro and its affiliates.

*Concentration in the Biotechnology Sector.* Avoro's focus on companies in the life sciences sector means that Avoro's performance is closely tied to and affected by events occurring in this sector, including potential changes in government policies or regulatory requirements. Companies in this sector often face similar obstacles, issues and regulatory burdens. As a result, the Fund will be affected to a greater extent by factors affecting such companies than would be the case if the Fund held a more diversified portfolio.

*Risk of Early-Stage Investments.* While early-stage investments offer the opportunity for significant gains, such investments 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 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, manufacturing, marketing and service capabilities and a larger number of qualified managerial



and technical personnel. Although AVCAP intends to focus on mid- and later- stage companies, it may invest in early-stage companies in the life sciences and related industries. Such investments pose more risk than later-stage investments in companies with more proven business models. Such early stage companies may have unproven products and/or services with uncertain markets, may need to expend significant capital to develop a market or consumer base with no assurance of either market or consumer acceptance, and may have more difficulty expanding its management team compared to more established commercial entities. Moreover, even if a portfolio company succeeds in developing a product or service with market and/or consumer acceptance, it is likely to face intense competition, including competition from companies with greater brand recognition, significant customer bases, financial resources, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel.

The Ventures Fund expects to make private investments, including in early-stage companies, which are exposed to a high degree of business and financial risk. Such risks may adversely affect the performance of any such investments and result in substantial losses to the Fund. While the targeted returns should reflect the perceived level of risk in any investment situation, there can be no assurance that the Fund will be adequately compensated for risks taken. A loss of principal is possible. The timing of profit realization is highly uncertain. Losses are likely to occur early, while successes often require a long maturation.

*Regulatory Approvals.* Companies in the life science industry are typically subject to governmental regulation and approval of their products and services, which can have a significant effect on their market price. Usually, the companies require the approval of agencies such as the U.S. Food and Drug Administration prior to marketing their products to the public. The approval process is very lengthy and very costly, and there can be no guarantee that a portfolio company will obtain the necessary approvals for its products. If a company is unable to obtain these approvals in a timely fashion, the company may experience significant adverse effects, which in turn could negatively affect the performance of the Clients.

*Intellectual Property Considerations.* The Funds may invest in securities of the companies that will need to obtain patents for their products, both in the U.S. and in other countries. The patent protection of the intellectual property of biotechnology and other healthcare companies in many countries is highly uncertain and involves complex legal, scientific and factual issues. Companies in which the Fund invests may face costs associated with prosecuting, maintaining, defending and enforcing patent claims and other intellectual property rights, be unable to obtain patent protection for discoveries or to in-license potential drug compounds or drug candidates or other technology. The policy regarding allowable claim matter of biotechnology or healthcare-related technology patents varies from jurisdiction to jurisdiction.

*Therapeutics Development Risk.* The Funds may have significant exposure to development stage companies. Investing in such companies involves greater risk than is customarily associated with investing in established companies with commercialized product lines, as the value of the security is often significantly attributed to the prospects of the development program, and clinical setbacks, unanticipated safety risks or lack of therapeutic efficacy, for example, can result in significant negative price performance of the security. The Funds may have exposure in these securities during periods when critical data is released by the company.



**Product Liability.** Liability of life science companies for products that are later alleged to be harmful or unsafe may be substantial, and may have a significant impact on a life science company's market value and/or share price.

**Small and Medium Capitalization Companies.** The Funds may invest in U.S. and foreign small and medium capitalization securities. Investing in lesser known, small and medium capitalization companies may involve greater risk than is customarily associated with investing in larger, more established companies. There is typically less publicly available information concerning small and medium sized companies than for larger, more established companies. Some small and medium capitalization companies have limited product lines, distribution channels and financial and managerial resources and tend to concentrate on fewer geographical markets than do larger companies. Also, because smaller and medium capitalization companies normally have fewer shares outstanding than larger companies and trade less frequently, it may be more difficult for the Fund to buy and sell significant amounts of shares without an unfavorable impact on prevailing market prices.

**Issuer-Specific Risks.** The price of an individual security or particular type of security can be more volatile than the market as a whole and can fluctuate differently than the market as a whole. An individual issuer's securities can rise or fall dramatically with little or no warning based upon such things as a better (or worse) than expected earnings report, news about the development of a promising product, or the loss of key management personnel. There is also a risk that the price of a security may never reach the level that the Funds believe is representative of its full value or that it may even go down in price.

**Illiquid Assets.** Certain investment positions of the Funds may be illiquid or have limited liquidity. The Funds may invest in "restricted" or non-publicly traded securities, securities traded on non-U.S. exchanges, securities that are acquired directly from companies in private placements that are not registered under U.S. securities laws, or securities traded off established exchanges on an "over the counter" basis. The Funds may not be readily able to dispose of such non-publicly traded or less-liquid securities, and in some cases, may be contractually prohibited from disposing of such securities for a specified period of time. Such securities may only be traded by a limited number of institutional investors, or may not be traded at all, and the market for such securities, or for the common shares into which they are convertible, may be "thin" or may be dominated by a limited number of broker-dealers acting as market-makers. An exchange or regulatory authority may suspend trading in a particular security or contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only.

The ability of the Funds to transact in securities it holds may be impacted by regulatory requirements, which may also require that certain of the Funds' holdings be publicly disclosed. The Funds (separately or together with other entities or accounts managed by Avoro) may own more than a certain percentage of a class of securities of an issuer, as a result of which the Funds could be limited in transacting in such securities for a period of time. The Funds or Avoro may receive non-public information regarding an issuer, which would restrict the Fund's ability to trade in the securities of the issuer. These and other regulatory requirements may cause the Funds to be unable to transact in securities of an issuer when doing so would otherwise be in the best interests of the Funds.

*Private Investments Generally.* The Funds may acquire control positions in addition to advisory roles with respect to portfolio companies, along with certain contractual rights to protect its investments (including shareholder agreements, redemption rights and/or the right to place a designee of the Funds on the board of directors or as a board observer). However, the Funds may not always have control over its portfolio companies. Management or shareholders of portfolio companies may refuse to adopt the recommendations of the Funds and disagreements with existing management may otherwise arise. Investment losses may result from such refusals or disagreements. Furthermore, in certain circumstances in which the Funds do not own 100% of the equity of a portfolio company, but has a controlling interest, the Funds' actions may be limited by fiduciary obligations to minority owners.

Private investments in highly leveraged companies involve a high degree of risk. Some of the Firm's portfolio companies may be leveraged, which will increase the exposure of such companies to adverse economic factors such as downturns in the economy or deterioration in the conditions of such companies or their industry sectors. In the event any portfolio company cannot generate adequate cash flow to meet debt service, the Funds may suffer a partial or total loss of invested capital, which would adversely affect the return on capital invested in the Funds.

The Funds may be called upon to make follow-on investments in portfolio companies or have the opportunity to increase its investment in portfolio companies. There can be no assurance that the Funds will make any such investment or that it will have sufficient funds to do so should the Manager wish to do so. Any decision by the Manager not to make such an investment, or any inability to do so, may have a substantial negative impact on the relevant portfolio company, may diminish the Funds' ability to influence the portfolio company's future development, may result in dilution of the Funds' prior investment, and could impair the value of such underlying company and, in turn, the investment of the Funds therein. In the event the Funds make a follow-on investment, there is also the risk that the follow-on investment will not preserve, protect or enhance the existing investment, and the Funds may lose both its initial investment and the follow-on investment.

*Short Selling.* Short selling can result in profits when the prices of the securities sold short decline. In a generally rising market, the Clients' short positions may be more likely to result in losses because the environment would be more conducive for the securities sold short to increase in value. It is possible that the Clients may hold long and short positions in the same security for hedging, operational or fundamental purposes. A short sale involves the theoretically unlimited risk of an increase in the market price of the securities sold short.

*Leverage.* The Funds may borrow funds in order to increase the amount of capital available for investment. Borrowing will tend to magnify the profits or losses of the Funds. The level of interest rates at which the Funds can borrow will affect the operating results of the Funds. If securities pledged to brokers to secure the Funds' margin accounts decline in value, the Funds could be subject to a "margin call," pursuant to which the Funds must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the Funds' assets, the Funds might not be able to liquidate assets quickly enough to pay off its margin debt.

*Hedging Transactions.* The Funds may utilize financial instruments such as forward contracts, options, futures, swaps and tracking securities such as ETFs for hedging purposes or as part of its trading strategies. 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 such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Hedging transactions may also limit the opportunity for gain if the value of the portfolio position should increase.

*Non-U.S. Investments.* Securities issued by non-U.S. issuers, denominated in non-U.S. currencies and/or traded outside of the United States require consideration of certain risks typically not associated with investing in U.S. securities or property. Such risks include, among other things, trade balances and imbalances and related economic policies, unfavorable currency exchange rate fluctuations, imposition of exchange control regulation by the United States or non-U.S. governments, withholding or other taxes, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalization of their industries, political difficulties, including expropriation of assets, confiscatory taxation and economic or political instability in other non-U.S. nations.

There may be less publicly available information about certain non-U.S. companies than would be the case for comparable companies in the United States and certain non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Securities markets outside the United States, while growing in volume, have for the most part substantially less volume than U.S. markets, and many securities traded on these non-U.S. markets are less liquid and their prices more volatile than securities of comparable U.S. companies.

Additional costs could be incurred in connection with international investment activities. Non-U.S. brokerage commissions generally are higher than in the United States. Expenses also may be incurred on currency exchanges when the Clients changes investments from one country to another. Increased custodian costs as well as administrative difficulties (such as the applicability of non-U.S. laws to non-U.S. custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in non-U.S. jurisdictions.

*PIPE Transactions.* Private investments in public companies whose stocks are quoted on stock exchanges or which trade in the over-the-counter securities market, a type of investment commonly referred to as a "PIPE" transaction, may be entered into with smaller capitalization public companies, which will entail business and financial risks comparable to those of investments in the publicly-issued securities of smaller capitalization companies, which may be less likely to be able to weather business or cyclical downturns than larger companies and are more likely to be substantially hurt by the loss of a few key personnel. In addition, PIPE transactions will generally result in a Fund acquiring either restricted stock or an instrument convertible into restricted stock. As with investments in other types of restricted securities, such an investment may be illiquid. A Fund's ability to dispose of securities acquired in PIPE transactions may depend on the registration of such securities for resale. Any number of factors may prevent or delay a proposed registration. Alternatively, it may be possible for securities acquired in a PIPE transaction to be resold in transactions exempt from registration in accordance with Rule 144 under the Securities Act, or otherwise under the U.S.

federal securities laws. There can be no guarantee that there will be an active or liquid market for the stock of any small capitalization company due to the possible small number of stockholders. As a result, even if a Fund is able to have securities acquired in a PIPE transaction registered or sell such securities through an exempt transaction, the Fund may not be able to sell all the securities on short notice, and the sale of the securities could lower the market price of the securities. There is no guarantee that an active trading market for the securities will exist at the time of disposition of the securities, and the lack of such a market could hurt the market value of a Fund's investments.

*Currencies.* The Funds may invest a portion of their assets in debt and equity securities denominated in currencies other than the U.S. dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. dollar. However, the Funds value their securities and other assets in U.S. dollars. To the extent unhedged, the value of the Funds assets will fluctuate with U.S. dollar exchange rates as well as with price changes of the Funds' investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which the Funds make their investments will reduce the effect of increases and magnify the effect of decreases in the prices of the Funds securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Funds non-U.S. dollar securities.

*Options.* The purchaser of a put or call option runs the risk of losing his entire investment in a relatively short period of time. The uncovered writer of a call option is subject to a risk of loss should the price of the underlying security increase, and the uncovered writer of a put option is subject to a risk of loss should the price of the underlying security decrease.

*Swaps.* A swap is an agreement between the Funds and a financial intermediary whereby cash payments periodically are exchanged between the parties based upon changes in the price of an underlying asset (such as an equity security, an index of securities, or another asset or group of assets with a readily determinable value). For example, an interest rate swap involves one party agreeing to make periodic fixed payments to the other party in return for the other party agreeing to make periodic payments to the first party that vary with the prime rate or another variable interest rate indicator. Swaps are subject to the risk of non-performance by the swap counterparty, including risks relating to the financial soundness and credit worthiness of the swap counterparty.

*Bonds.* Bonds or other fixed income securities, including commercial paper and "higher yielding" (and, therefore, higher risk) debt securities. Such securities may be below "investment grade" and face ongoing uncertainties and exposure to adverse business, financial or economic conditions that could lead to the issuer's inability to meet timely interest and principal payments. The market values of lower rated debt securities tend to reflect individual corporate developments to a greater extent than do higher rated securities, and tend to be more sensitive to economic conditions than are higher rated securities. Companies that issue such securities often are highly leveraged and may not have available to them more traditional methods of financing.

*Convertible Securities.* The Funds may invest in convertible instruments, including privately placed

convertible instruments. A convertible instrument is a bond, debenture, note, preferred stock or other security that may be converted into or exchanged for a prescribed amount of common stock of the same or a different issuer within a particular period of time at a specified price or formula. Issuers of convertible debt or preferred stock may default on their obligation to issue the common shares into which such debtor preferred stock is convertible. The same may apply to issuers of other types of securities including, but not limited to, options and warrants. Issuers may also be unable, or default in their obligation, to register securities held by the Clients or to meet other obligations required by such securities.

*Directorships on the Board of Directors of Companies.* Personnel of Avoro and their respective affiliates or designees of Avoro may serve as directors of, or in a similar capacity with, companies in which the Funds invest, the securities of which are purchased or sold on behalf of the Funds. In the event that material non-public information is obtained with respect to such companies or a Fund becomes subject to trading restrictions pursuant to the internal trading policies of such companies or as a result of applicable law or regulations, the Funds may be prohibited for a period of time from purchasing or selling the securities or other instruments of or relating to such companies, which prohibition may have an adverse effect on the Fund. If a representative of Avoro or any of its respective affiliates serves on the board of directors of a public company, certain conflicts of interest may arise.

*General Economic and Market Conditions.* The success of the Funds' activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Fund' investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of the Funds' investments. Volatility or unexpected illiquidity could impair the Fund's profitability or result in losses. Subject to any applicable restrictions, the Funds may from time to time maintain material trading positions that can be adversely affected by the level of volatility in the financial markets.

*Legal and Regulatory Environment for Private Investment Funds and their Managers.* The legal and regulatory environment worldwide for private investment funds and their managers is evolving. Changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of the Funds to pursue its investment program and the value of investments held by the Funds. There has been an increase in scrutiny of the private investment fund industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of the Funds to pursue its investment program or employ brokers and other counterparties could have a material adverse effect on the Funds and the Limited Partners' investments therein. In addition, Avoro may, in its sole discretion, cause the Funds to be subject to certain laws and regulations if it believes that an investment or business activity is in the Funds' interest, even if such laws and regulations may have a detrimental effect on one or more Limited Partners.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds or the establishment of a Client relationship with Avoro. Investors should read the Funds' Constituent Documents and consult with their own advisers prior to engaging Avoro's services.



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

Registered investment advisers are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Avoro and its management personnel have no reportable disciplinary events to disclose.

## Item 10 – Other Financial Industry Activities and Affiliations

### A. Registration as a Broker-Dealer or Broker-Dealer Representative

Neither AVCAP, Avoro Ventures, nor their management persons are registered as a broker-dealer or broker-dealer representative.

### B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither AVCAP, Avoro Ventures, nor its management persons are registered as futures commission merchants, commodity pool operators, or a commodity trading advisors.

### C. Relationships Material to this Advisory Business and Possible Conflicts of Interest

Avoro Capital Partners LLC, an affiliate of AVCAP, receives the incentive allocation from the Funds, as described in Item 5 and Item 6.

None of AVCAP nor its management persons have any other relationships or arrangements with any related persons that are material to AVCAP's advisory business that have not been disclosed.

Employees of Avoro Ventures may serve as officers, advisors, directors or in comparable management functions for companies in which the Fund invests, or provide other services to companies, and may receive compensation in connection therewith, subject to certain fee offsets.

#### 1. *Relationship between Avoro and HealthQuest*

As previously discussed, on May 3, 2019, venBio Select Advisor LP completed a strategic transaction whereby the Firm was sold to the Holding Company. The Holding Company is jointly owned by Dr. Aghazadeh and Dr. Garheng Kong, the founder and principal of HealthQuest. More information regarding HealthQuest and Dr. Kong can be found at [www.healthquestcapital.com](http://www.healthquestcapital.com). After consummation of such transaction, Dr. Aghazadeh remains responsible for managing AVCAP, the business and investments of which is operated independently of HealthQuest. Dr. Aghazadeh will spend a portion of his business time and attention on the business and affairs of the Holding Company, including development of future products.

Dr. Kong will serve as Advisory Partner to Avoro Ventures and will assist in sourcing investments for the Ventures Fund, in addition to other work for the Ventures Fund. As noted above, Dr. Kong is the managing partner of HealthQuest, and HealthQuest's funds generally target private market opportunities in the healthcare sector. The investment funds managed by HealthQuest generally target investments that have no remaining binary (or clinical) risk. As such, HealthQuest primarily focuses on opportunities in the medtech, diagnostics, healthcare information technology and healthcare services industry sectors, with generally no biotechnology exposure. By leveraging the sourcing and diligence expertise derived from the complementary investment focus of AVCAP and Dr. Kong, we believe Avoro Ventures can access a more robust investment universe. Conversely, the activities of Avoro Ventures may bring enhanced deal flow to



the Life Sciences Funds or to Dr. Kong, and thereby the investment funds managed by HealthQuest. Added insights and access may help improve the diligence processes of all such entities, and allow for more unique deal structures (for example, taking down an entire deal on a small, public or private transaction).

The Life Sciences Funds have the flexibility to invest in companies that are in varying stages of the corporate life cycle and to make investments at varying levels of a capital structure. However, as the Ventures Fund and the Life Sciences Funds target different types of investments and apply differing investment criteria, Avoro anticipates that there should not be a material overlap between the investment strategies of the Ventures Fund and the Life Sciences Funds. Similarly, the funds advised by HealthQuest target different types of investments from the Ventures Fund and apply differing investment criteria, and Avoro anticipates there should not be a material overlap between the investment strategy of Clients and the investment strategies of the funds advised by the HealthQuest.

HealthQuest manages a number of alternative investment products, including closed-end “venture growth” funds. Avoro and HealthQuest have established restrictions on access to information that apply to AVCAP and Avoro Ventures.

Generally, HealthQuest and AVCAP are expected to maintain a “wall” or “information barrier” among the teams that manage their respective alternative investment vehicles in order to facilitate compliance with the Exchange Act, the Securities Act, the Investment Company Act and similar laws by prohibiting the sharing of material non-public information and/or preventing any coordinated investment activities. As a result, the Life Sciences Funds are not expected to benefit from information held by the HealthQuest team(s) managing the HealthQuest vehicles and generally are not expected to have insight into the investments that are sourced by the HealthQuest team(s) prior to the HealthQuest vehicles completing such investments. Nevertheless, it is possible that conflicts of interest may arise from time to time in connection with the investment activities and decisions of HealthQuest, which will be addressed by Avoro's compliance policies and procedures.

For Avoro Ventures, Dr. Kong will generally have access to information about any and all investments made by or under consideration for the Ventures Fund. In contrast, Dr. Kong will in general only have information with respect to investments made by or under consideration by AVCAP for the Life Sciences Funds to the extent those investments were sourced by Dr. Kong. Dr. Kong is expected to share confidential information with respect to particular investment opportunities with the other members of Avoro Ventures' investment team (which includes Dr. Aghazadeh) after determining that it is appropriate and lawful to share such information, and Avoro Ventures may consider the investment opportunity for the Ventures Fund and AVCAP may consider the investment opportunity for the Life Sciences Funds. Nevertheless, it is possible that conflicts of interest may arise from time to time in connection with the investment activities and decisions of HealthQuest or Dr. Kong, which are addressed by Avoro's compliance policies and procedures. For example:

- the HealthQuest investment funds may from time to time make investments that are similar to, or overlap with, the investments held by Clients. Clients will generally not have rights or priority with



respect to any particular investment opportunity pursued by the HealthQuest funds, save as otherwise described above;

- the HealthQuest investment funds and Clients may also from time to time hold investments at different levels of an issuer's capital structure, or make investments or engage in investment and other activities that express inconsistent views with respect to similar or overlapping investments. Any such activities and decisions of the HealthQuest investment funds could have the effect of lowering returns on a Client's investment relative to what might have been achieved absent such activities or decisions;
- notwithstanding the steps taken to restrict Dr. Kong's access to limited information with respect to AVCAP, if any of AVCAP, Avoro Ventures or HealthQuest acquires confidential information under a confidentiality and/or "standstill agreement" for purposes of assessing an investment opportunity, it is possible that the terms of such agreement could prevent the other(s) from trading or disposing of a particular investment, potentially for an extended period, or result in a trade or disposition at a price that is less favorable than the price that could have been obtained if they were not subject to such restriction; and

HealthQuest, AVCAP and Avoro Ventures may in the future determine that it is appropriate to pursue a greater degree of operational integration or otherwise make changes with respect to operational independence, governance and compliance programs. It is anticipated that certain such changes could be made without advance notice to Clients or Investors. See additional disclosures in the next subsection relating to the allocation of investment opportunities among HealthQuest and the Funds.

## 2. *Allocation of Investment Opportunities*

Notwithstanding the foregoing, recognizing that unique circumstances may arise, Avoro has adopted its Asset Allocation Policy (the "**Asset Allocation Policy**") to guide the fair and equitable allocation of investment opportunities in the event that an investment opportunity is suitable for more than one Client.

In summary, such Asset Allocation Policy contemplates that:

- As a general matter, Avoro will seek to cause investment opportunities to be allocated among Clients on a fair and equitable basis and in a manner that is consistent with each applicable Client's particular objectives, investment strategy, terms and restrictions. Other than as expressly provided below, Avoro will seek to cause investment opportunities generally to be allocated to those Clients for which participation in the respective opportunity is considered suitable, taking into account for each Client, among other considerations, the nature of the opportunity, whether the risk-return profile and other characteristics of the proposed investment are consistent with the Client's objectives, investment strategy, terms and restrictions; the potential for the proposed investment to create an imbalance in a portfolio or a breach of any specific issuer concentration, geographic, investment stage, involvement level-based, sector-specific or other parameters; the liquidity profile of the fund; potentially adverse tax consequences; applicable regulatory restrictions; the particular risk(s) in a

portfolio; and relative amounts of capital available for investment. None of Avoro, its affiliates, or any of their respective principals, members, officers or employees will be obligated to present an investment opportunity to any particular Client if, in Avoro's opinion, such investment opportunity does not appear to be suitable for such Client.

- Avoro Ventures may, from time to time, provide its investors or third parties with co-investment opportunities related to investments or potential investments, on the terms and subject to any conditions provided in Constituent Documents.
- If an investment opportunity is sourced by Dr. Aghazadeh (or any other member of the AVCAP team), or an investment opportunity is offered to both the Ventures Fund and the Life Sciences Funds under the approach described in the following paragraph, and in either case such opportunity is considered to be suitable for both the Ventures Fund and the Life Sciences Funds, Dr. Aghazadeh intends to cause such opportunity to be allocated to and among Clients in a manner that Avoro deems to be fair and equitable.
- Dr. Kong is expected to source investments for Avoro Ventures but he also is obligated to offer suitable investment opportunities to funds advised by HealthQuest. Therefore, Dr. Kong and HealthQuest are expected to determine whether an investment opportunity sourced by him will be allocated in whole or in part to funds advised by HealthQuest. After such determination is made, any remaining investment opportunity that is determined by HealthQuest to be not appropriate for the HealthQuest investment funds may be offered to the Ventures Fund and/or the Avoro Life Sciences Fund. Dr. Kong receives incentive compensation from funds managed by HealthQuest, and therefore has an incentive to offer certain opportunities to HealthQuest and its funds instead of to the Ventures Fund and/or the Life Sciences Funds. Avoro has addressed this conflict of interest through its Asset Allocation Policy. In addition, and as stated above, it is expected that there will be little overlap between the investment activities of HealthQuest and those of Avoro.

### *3. Avoro Manages Multiple Clients*

Avoro gives advice and recommends securities to a number of Clients. The advice or securities may be identical or different among the Clients, even though their investment objectives may be the same or similar. Clients are subject to different fees and expenses, and Avoro or its affiliates may own interests in some Clients. In the ordinary course of its activities, Avoro may, from time to time, buy or sell the same securities for a number of Clients.

Avoro may purchase on behalf of its Clients different classes of debt and/or equity of the same borrower or issuer. These and other investments may be deemed to create a conflict of interest. AVCAP may be required to take certain actions for some Clients with respect to one class of debt or equity that may be adverse to other Clients who hold other classes of debt or equity of the same borrower or issuer.

Avoro manages Clients that may have similar investment strategies. In connection with the investment activities on behalf of a Client, Avoro may, from time to time, receive material non-public information about



a company which would restrict a Client's ability to invest in such company or to dispose of an investment in such company if the Client then maintains an investment therein.

Avoro determines how certain expenses are allocated among Clients. Certain of Avoro's determinations with respect to whether specific expenses should be borne by Avoro or one or more Clients require subjective judgments. Avoro has a conflict of interest when making such judgments because Avoro will bear the costs of any expenses not allocated to a Client. Similarly, certain of Avoro's determinations with respect to whether specific expenses should be borne by any single Client require subjective judgments. Certain Clients may have different expense terms than others, and Avoro may have a conflict of interest when determining which Clients will bear a specific expense. In addition, the allocation of certain expenses may affect the size or performance of, and therefore the fees or allocations earned by, Avoro with respect to a specific Client, and therefore Avoro could have a conflict of interest when determining how to allocate expenses among such Clients. Avoro seeks to allocate expenses in a manner that it deems to be fair and equitable.

Certain products or services, the costs of which are borne exclusively by certain Clients, may directly or indirectly also benefit Avoro and its affiliates, other Clients not paying for such products or services, or third parties. Avoro has a conflict of interest in determining whether such expenses should be borne by certain Clients when other Clients or Avoro also receive benefits from the products and services provided.

**D. Selection of Other Advisers or Managers**

Avoro does not utilize nor select other advisers or third party managers. All assets are managed by Avoro.

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

### **A. Code of Ethics**

Avoro has adopted a Code of Ethics and Compliance Manual (the “Manual”) to govern its ethical obligations regarding personal securities transactions pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended.

The Code of Ethics and Manual covers a range of topics which may include: (1) Personal Securities Transactions with topics including: Personal Trading Accounts and Reports; Personal Trading Approvals; Review of Personal Trading Information; Client Priority; Front Running; Restricted List; Principal Transactions; Private Placements; Initial Public Offerings; (2) Code of Employee Conduct with topics including: Outside Activities; Conflicts of Interest; Communications; Protection of Client Assets; Confidentiality, Proprietary Data and Privacy of Customer Personal Information; Involvement in Litigation/Contacts with the Press; Favoritism and Gifts; Registration, Licensing and Testing Requirements; Qualification of Solicitors; E-Mail, Instant Messaging and Internet Chat Rooms/Message Boards Communication; and (3) Insider Trading with topics including: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Manual, review and enforcement processes, amendments to Form ADV and supervisory procedures Policy Statement on Insider Trading; Procedures to Implement Avoro's Policies against Insider Trading; Employee or Family Member Serving as Director, Officer or Consultant; Client Serving as Director, Officer or Consultant; and Supervisory Procedures.

Avoro will provide its Code of Ethics to Clients and prospective Clients upon request. Such a request may be made by submitting a written request to Avoro at the address on the cover page to this Brochure.

### **B. Recommendations Involving Material Financial Interests**

Avoro doesn't recommend to Clients, or buys or sells for Client accounts, securities in which Avoro has a material financial interest.

#### **1. *Cross Trades & Principal Transactions***

In general, Avoro does not typically cause its Clients to enter into principal or cross transactions. If Avoro believes a principal or cross trade is in the best interests of the relevant Clients, Avoro may enter into such trades and will take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those Clients, and that any required consents are obtained. Avoro may engage in a cross trade for a variety of reasons including, without limitation, tax purposes, liquidity purposes, portfolio rebalancing, or reducing transaction costs that may arise in open market transactions.

Avoro monitors allocation levels among Client accounts, with similar investment strategies, that are traded pari-passu, and at times may initiate transactions utilizing an independent third party broker to rebalance the Avoro's securities positions among those Clients. The third-party broker is instructed to execute such



trades in the open market, at the prevailing market price, and such trades are subject to the same commission rates.

**C. Investing Personal Money in the Same Securities as Clients**

Avoro or its employees may personally buy or sell the same instruments that Avoro buys or sells for Client accounts, and it or they may own securities, or options on securities, of issuers whose securities are subsequently bought for Client accounts because of Avoro's recommendations regarding a particular security. This presents several potential conflicts. One is the risk that an employee (or an employee's immediate family member) knows that Avoro intends to purchase a security on behalf of certain clients and then "front-runs" Clients by purchasing the security before Avoro does. In the case where the size of the employee's transaction is large enough, based on factors such as the trading volume of the security, this could cause the price of the security to rise and Avoro and its clients to pay more for the security.

To address these and other conflicts of interest, Avoro maintains the Code (as described above) and requires pre-approval of equity trades. Avoro's policy is designed (i) to prevent potential legal, business or ethical conflicts; (ii) to minimize the risk of unlawful trading in any account where employees have an interest and (iii) to guard against the misuse of confidential information. All personal trading and other activities must avoid any conflict or potential conflict of investor interest. Employees are prohibited from engaging in unlawful trading and any trading that may appear to be improper. Further, Employees are encouraged to invest for the long-term through instruments and opportunities that will not conflict with their responsibility to serve Avoro's trust.

**D. Trading Securities At/Around the Same Time as Clients' Securities**

As discussed above, from time to time, Avoro or its Employees may buy or sell securities for themselves that Avoro also recommends to Clients. Avoro documents all transactions and conducts diligence to ensure that Client business is transacted before the business of its Employees and/or related persons of Avoro when similar securities are being bought or sold. To address such conflicts of interest, Avoro maintains the Code and requires pre-approval of certain equity trades.

## Item 12 – Brokerage Practices

### A. Factors Used to Select or Recommending Broker-Dealers

Avoro must execute securities transactions for the Client so that brokerage transactions represent the best qualitative execution for the Client, based on such factors as the efficiency of execution, the timing of the transaction, the price of the security purchased or sold, the commission rate, and the financial responsibility and responsiveness of the broker. The lowest possible commission cost is not by itself the determinative factor, and as discussed below, the Client may not always pay the lowest possible commission rates.

In most or all cases, Avoro has complete discretion to select the brokers to be used for executing securities transactions on behalf of the Client and the commission rates to be paid to those brokers. In selecting a broker for any transaction or series of transactions, Avoro may consider a number of factors, including, for example, net price, clearance, settlement, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, special execution capabilities, order of call, offering to Avoro on-line access to computerized data regarding Client accounts, computer trading systems, the availability of stocks to borrow for short trades and other matters involved in the receipt of brokerage services generally. Avoro also may purchase from a broker or allow a broker to pay for soft-dollar items, as discussed below.

Avoro periodically reviews the quality of brokerage executions.

#### 1. *Research and Other Soft Dollar Benefits*

AVCAP receives research or other products or service other than execution from a broker-dealer or third-party in connection with Client securities transactions (“soft dollar benefits”). AVCAP has the right if, in good faith, it considers it to be in the best interest of the Client and consistent with AVCAP’s obligations to do so, to enter into “soft dollar” arrangements with one or more broker-dealers. All “soft dollar” arrangements fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act, as that safe harbor is currently interpreted by the Securities and Exchange Commission.

AVCAP may effect transactions with broker-dealers who provide research services (collectively, “soft-dollar items”) to AVCAP that assist AVCAP in making investment and trading decisions on behalf of its Clients. The negotiated commissions paid to broker-dealers supplying soft-dollar items may not represent the lowest obtainable commission rates. In any such arrangement, the amount of the commission paid must be reasonable in relation to the value of the brokerage and soft-dollar items provided by the broker-dealer, viewed in terms of either the particular transaction or AVCAP’s overall responsibilities with respect to its Clients. For all current and future soft dollar arrangements, AVCAP intends to comply with the soft-dollar “safe harbor” afforded by Section 28(e) under the 34 Act.

When AVCAP uses Client brokerage commissions to obtain soft-dollar items, it receives a benefit because it does not have to produce or pay for such soft-dollar items. However, AVCAP believes that such soft dollar items may provide Clients with benefits by supplementing the research and services otherwise available to Clients. In addition, the research and other benefits resulting from a brokerage relationship benefit all Client

accounts or AVCAP's operations as a whole, including any Client accounts that direct AVCAP to use a broker that does not provide soft dollar benefits.

AVCAP may have an incentive to select or recommend a broker-dealer based on its interest in receiving the soft-dollar items, rather than on the Client's interest in receiving most favorable execution. AVCAP periodically reviews the execution performance of its brokers to ensure that any potential conflicts of interests are resolved.

To the extent that AVCAP does engage in such "soft dollar" arrangements, the Client may incur a brokerage commission in excess of that which another broker might charge for effecting the same transaction if AVCAP determines in good faith that such commission is reasonable in relation to the value of the brokerage, research, other services and soft dollar relationships provided by that broker, viewed in terms of either the specific transaction or AVCAP's overall responsibilities to the portfolios over which AVCAP exercises investment authority.

Soft-dollar items, whether provided directly or indirectly, may be utilized for the benefit of AVCAP's and its affiliates' other accounts. Soft-dollar items are not limited to those Clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients. Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits. AVCAP may receive soft dollar credits based on principal, as well as agency, securities transactions with brokerage firms.

A broker from which AVCAP obtains soft dollar services generally establishes "credits" based on past transactional business (including markups and markdowns on principal transactions), which may be used to pay for specified expenses. In some cases the process is less formal and a broker simply may suggest a level of future business that would fully compensate the broker for services or products it provides. AVCAP monitors the soft dollar services provided to ensure that appropriate transactions are executed with a soft dollar provider.

Avoro Ventures has not entered into any written "soft dollar" arrangements, nor do they currently intend to do so in the future. In the event that the Fund enters into "soft dollar" arrangements, it will do so within the "safe harbor" of Section 28(e) of the U.S. Securities Exchange Act of 1940, as amended (the "Exchange Act").

## *2. Brokerage for Client Referrals*

In selecting broker dealers Avoro may consider the broker dealer's referrals of prospective Client accounts or Investors. To the extent that Avoro would otherwise be obligated to pay for "finding" services, it has a conflict of interest in considering those services when selecting a broker-dealer. It also faces a conflict because it benefits from increases in the size of its assets under management.

## *3. Directed Brokerage*

Avoro does not allow investors in the Funds to direct brokerage. Securities transactions are executed by brokers selected by Avoro in its discretion and without the consent of the Client or Investors.





**B. Aggregating Trading for Multiple Client Accounts**

Avoro may (but is not required to) aggregate orders for Client accounts for which it or its principals have trading authority, and if it believes that aggregation is in the overall best interest of the Client accounts that participate in the aggregated order. Avoro does not aggregate securities transactions for Client accounts, unless it believes that aggregation is consistent with its duty to seek best execution for Client accounts and is consistent with the applicable agreements of the Client accounts for which Avoro aggregates securities transactions.

Avoro will allocate buy or sell programs of a particular security among all Client accounts for which the program is appropriate. When it does so, each Client Account that participates in an aggregated securities transaction participates at the average share price for all transactions in the security for which that aggregated order is placed on the day that such aggregated order is placed. Subject to minimum ticket charges, transaction costs are shared in proportion to Client accounts' participation. Avoro believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to a Client than if that Client had been the only account effecting the transaction or had completed its transaction before the other participants. Because of Avoro's relationship to the Clients it manages by virtue of its position as an investment manager, there may be circumstances in which transactions for those entities may not, under certain laws, regulations and internal policies, be combined with those of some of Avoro's and its affiliates' other Clients, which may result in less advantageous execution for those Clients.

To ensure that no Client account is disadvantaged as a result of such aggregation, Avoro has adopted certain policies and procedures that include, among other things:

Avoro receives no additional compensation or remuneration of any kind as a result of aggregating securities transactions for Client accounts. Accounts of Avoro employees are not included in any aggregated securities transaction.

In addition, Avoro may place orders for the same security for different Clients at different times and in different relative amounts due to differences in investment objectives, cash availability, size of order and practicability of participating in "block" transactions. The level of participation by different Clients in the same security may also be dependent upon other factors relating to the suitability of the security for the particular Client.

Finally, Avoro and/or its related persons or Clients may buy or sell specific securities for its or their own account that are not deemed appropriate for Client accounts at the time, based on personal investment considerations that differ from the considerations on which decisions as to investments in client accounts are made. Where execution opportunities for a particular security are limited, Avoro attempts in good faith to allocate such opportunities among Clients in a manner that, over time, is equitable to all clients.

**C. Trade Error Policy**

Avoro reviews trade errors to determine what corrective steps to take, if any. Avoro maintains a Trade Error





Policy in its Compliance Manual to help ensure that Avoro satisfies its obligation to place orders correctly for Clients. Generally, Client accounts will be responsible for any losses resulting from trading errors and similar human errors, absent willful misconduct, gross negligence or reckless disregard of Avoro's duties. Trading errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system or typographical or drafting errors related to derivatives contracts or similar agreements. Given the volume of transactions executed by Avoro and its affiliates on behalf of the Clients, investors should assume that trading errors (and similar errors) will occur and that the Clients will be responsible for any resulting losses, even if such losses result from the negligence but not gross negligence of Avoro. To the extent that any agreement with a Client imposes trade error reporting or reimbursement obligations that conflict with or are inconsistent with the Trade Error policies in the Compliance Manual, the provisions of such agreement, with respect to the affected Client, will supersede the trade error policies in the Compliance Manual.

Avoro has a conflict of interest when determining whether losses resulting from a trading error will be borne by a Client because Avoro would otherwise generally reimburse such losses. From time to time, Avoro may elect to voluntarily reimburse Clients for losses suffered as a result of certain trade errors identified by Avoro or otherwise. However, notwithstanding the previous sentence and as addressed in the preceding paragraph, Investors should not carry the expectation that a reimbursement will ever take place, and should not make investment or advisory hiring decisions in reliance on Avoro making any reimbursements to Clients for losses suffered as a result of such trade errors. Any decision to reimburse is not precedential and should not create the expectation of any reimbursement in the future.



### **Item 13 – Review of Accounts**

#### **A. Frequency and Nature of Periodic Review and Who Makes Those Reviews**

All accounts are managed and reviewed daily. Particular attention is given to changes in company earnings, industry and company outlook, market outlook and price level. For the Life Sciences Funds the reviews are conducted by Behzad Aghazadeh. Mr. Aghazadeh also performs period reviews of the Ventures Fund's portfolio. Clients' accounts are reviewed in the context of the Clients' stated investment objectives and guidelines.

#### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

A review of a Client account may be triggered by any unusual activity or special circumstances, including, without limitation, changes in economic, market, or political conditions, as well as the specific circumstances affecting each Client.

#### **C. Content and Frequency of Regular Reports**

Investors in the Funds will generally receive the following reports: (i) annual financial statements, (ii) quarterly summaries of the Clients' performance (after the first full calendar year (12 months) of operations), (iii) copies of his or her Schedule K-1 to the Master Fund's tax return, and (iv) other reports as determined by Avoro in its sole discretion. The Funds shall bear all fees incurred in providing such tax returns and annual reports. Avoro will afford Investors additional transparency upon request, at its discretion.



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

Registered investment advisers are required to disclose all material facts regarding any compensation or other benefits it receives, directly or indirectly, for client referrals. Avoro has not entered into arrangements providing for compensation related to client referrals. Avoro had previously entered into a placement agreement pursuant to which the Placement Agent agreed to introduce potential investors to the Funds. Pursuant to the terms of the Placement Agreement, Avoro paid the Placement Agent a placement fee equal to a percentage of the Management Fees and Incentive Allocations borne by each investor introduced to a Fund by the Placement Agent.



### **Item 15 – Custody**

Pursuant to Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), Avoro is deemed to have custody of certain Client funds and securities because Avoro has the authority to obtain Client funds or securities, for example, by deducting advisory fees from a Client’s account. All Client assets are held by a qualified custodian. To the extent Avoro is subject the Custody Rule, Avoro will not be required to comply (or will be deemed to have complied) with certain requirements of the Custody Rule with respect to each Client because Avoro complies with the provisions of the so-called “Pooled Vehicle Annual Audit Exception”. Pursuant to the Pooled Vehicle Annual Audit Exception, Avoro arranges for each of its pooled vehicles to be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and distributes its audited financial statements to all investors in each vehicle within 120 days of the end of its fiscal year.



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

Avoro is typically authorized to invest and trade the Clients' assets in a broad range of investments, to be selected at Avoro's sole discretion. Further, Avoro may enter into any type of investment transaction and employ any investment methodology or strategy it deems appropriate, subject to the investment objectives and guidelines set forth in the Clients' governing documents or investment management agreements.

Pursuant to the Clients' Constituent Documents, investment management agreements between Avoro and the Clients, each Investor designates Avoro as its attorney-in-fact to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable to carrying out the Clients' business and affairs., including execution of the Clients' governing documents.

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

Avoro has adopted proxy voting policies and procedures in accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, as amended. The policies require Avoro to vote proxies received in a manner consistent with the best interests of the Clients. The policies also require Avoro to vote proxies in a manner intended to enhance the economic value of the assets of the Client. However, the policies permit Avoro to abstain from voting proxies in the event that the Client's economic interest in the matter being voted upon is limited relative to the Client's overall portfolio or the impact of the Client's vote will not have an effect on its outcome or on the Client's economic interests.

Certain of Avoro's proxy voting guidelines are summarized below:

Avoro votes for a proposal when it believes that, on balance, the following factors predominate: the proposal would have a positive economic effect on shareholder value; the proposal would pose no threat to existing rights of shareholders; the dilution, if any, of existing shares that would result from adoption of the proposal is warranted by the benefits of the proposal; and the proposal would not limit or impair the accountability of management and the board of directors to the shareholders.

Avoro votes against a proposal when it believes that, on balance, the following factors predominate: the proposal would have an adverse economic effect on shareholder value; the proposal would limit the rights of shareholders in a manner or to an extent that is not warranted by the benefits of adopting the proposal; the proposal would cause significant dilution of shares that is not warranted by the benefits of the proposal; the proposal would limit or impair the accountability of management or the board of directors to shareholders; or the proposal is a shareholder initiative that Avoro believes wastes time and resources of the company or reflects the grievance of one individual.

Where a proxy proposal raises a material conflict between Avoro's interests and the interests of the Client, Avoro will seek to resolve the conflict in accordance with Avoro's proxy voting guidelines.

Avoro will provide, upon request, a copy of those policies and procedures and/or information concerning its voting record on account proxy matters. Such a request may be made by calling Scott Epstein, Chief Financial Officer and Chief Compliance Officer, at 212-937-4970 or by email: [sepstein@Avorocapital.com](mailto:sepstein@Avorocapital.com).

With regard to all matters (other than proxies) for which shareholder action is required or solicited with respect to securities beneficially held by the Clients' accounts, such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations, to date Avoro has affirmatively disclaimed responsibility for voting (by proxies or otherwise) on such matters and does not currently anticipate taking any action with regard to such matters.



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

Registered investment advisers are required in this Item to provide Investors with certain financial information or disclosures about Avoro’s financial condition. Avoro has no financial commitment that is reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition.



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

Not applicable.