



Part 2A of Form ADV: Firm Brochure

Stride Capital Group, LP

136 Main Street, Suite 202, Westport, CT 06880

Phone Number: 203-569-8920

March 31, 2022

This “Brochure” provides information about the qualifications and business practices of Stride Capital Group, LP. If you have any questions about the contents of this Brochure, please contact amanning@stridecapital.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Stride Capital Group, LP also is available on the SEC’s website at www.adviserinfo.sec.gov.

Any reference to Stride Capital Group, LP as a “registered investment adviser” or as being “registered” does not imply a certain level of skill or training.

Item 2 - Material Changes

This report has been amended to remove Stride Fund LP, Stride Offshore Fund, LP, and Stride Vertex Fund LP as private investment funds managed by the Advisor.

Item 3 - Table of Contents

Item 1 – Cover Page.....	
Item 2 – Material Changes	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management.....	5
Item 7 – Types of Clients	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information.....	10
Item 10 – Other Financial Industry Activities and Affiliations.....	10
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	10
Item 12 – Brokerage Practices	11
Item 13 – Review of Accounts.....	11
Item 14 – Client Referrals and Other Compensation	11
Item 15 – Custody	11
Item 16 – Investment Discretion	11
Item 17 – Voting Client Securities.....	11
Item 18 – Financial Information	11
Item 19 – Requirements for State-Registered Advisers	12

Item 4 - Advisory Business

Stride Capital Group, LP (“Advisor,” “we” or “us”) is a Delaware limited partnership that was formed on December 15, 2009 and commenced operations in 2010. We are principally owned and controlled by Donald Rogers, our founder and Managing Partner.

As of December 31, 2022, we advised the following private investment funds (collectively, the “Funds”):

- Stride Master Fund LP (“Stride Master”), a Cayman Islands exempted limited partnership;
- Stride Ulysses Fund LP (“Stride Ulysses”), a Delaware limited partnership;
- Stride Helios Fund LP (“Stride Helios”), a Delaware limited partnership;
- Stride Perseus Fund LP (“Stride Perseus”), a Delaware limited partnership;
- Stride Terra LLC (“Stride Terra”), a Delaware limited liability company.

Stride Capital Group LLC acts as the general partner of Stride Master and Stride Terra. The general partner of Stride Ulysses is Stride Ulysses GP LLC, the general partner of Stride Helios is Stride Helios GP LLC, and the general partner of Stride Perseus is Stride Perseus GP LLC. Like the Advisor, each general partner is principally owned and controlled by Donald Rogers. Unless specified and only to the extent that the context otherwise requires, references to the Advisor, “we” or “us” herein are deemed to include references to the general partners as well.

We provide discretionary investment advice to the Funds. In the future, we may provide discretionary and/or non-discretionary investment advice to other private investment funds (collectively with the Funds, “Clients”). In the case of Stride Terra, we have sub-advised certain responsibilities to David Capital Partners LLC.

The Funds are managed in accordance with their own investment objectives, as described in their respective offering documents and/or governing agreements.

As of December 31, 2022, we had approximately \$131 million in regulatory assets under management on a discretionary basis. We do not currently manage any assets on a non-discretionary basis.

Item 5 - Fees and Compensation

Our fees and compensation are described in the advisory contracts we enter into with our Clients. All of our current Clients and investors in the Funds are “qualified purchasers” (as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “1940 Act”).

We generally deduct our management fees quarterly in advance. Management fees can range from 0% to 2% and are refundable if the advisory contract is cancelled prior to the end of a payment period. Generally, a Fund’s respective general partner receives performance-based fees or allocations from its Fund on an annual basis in arrears. A Fund’s general partner also may receive performance-based fees or allocations upon a redemption or withdrawal by a Fund investor.

Funds generally pay all of their respective organizational expenses and offering expenses, as well as their respective operating expenses including, but not limited to: fees, costs, and expenses associated with financing, sourcing, acquiring, holding, hedging, and disposing of investments or proposed investments (including, without limitation, fees, expenses, interest payments, and principal payments due to legal, financial, accounting, consulting, or other advisors, or lenders, investment banks; entity-level taxes, fees, or other governmental charges; the costs of insurance (including, without limitation, directors and officers insurance, if any); expenses incurred in the collection of monies owed; legal, auditing, consulting, research, and accounting fees and expenses (including, without limitation, expenses associated with the preparation of financial statements, tax returns, and Schedules K-1, if any, expenses associated with market and data services); extraordinary expenses (including, without limitation, litigation-related and indemnification expenses, including indemnification obligations); the costs of reporting to investors; reasonable expenses of meetings of investors, as applicable; and “broken-deal” or failed transaction expenses.

We bear all of our own operating costs and the ordinary administrative and overhead expenses of managing the Funds, including, without limitation, employee compensation and benefits, office rent, utilities, equipment, furniture, fixtures, secretarial/administrative services, entertainment expenses, and employee insurance and payroll taxes.

To the extent we incur any expenses for the benefit of multiple Clients, we generally will allocate such expenses in a reasonable manner among such Clients. However, it is possible that under some of our advisory contracts we may not require a Client to incur certain expenses, despite the fact that such Client will receive a benefit in connection with our incurrence of such expenses. In such an event, the other Clients may bear the additional share of any such expenses that would have been allocable to the Client that is not required to incur such expenses.

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

Each Fund’s respective general partner receives performance-based fees or allocations, which are based on a percentage of the capital appreciation of Client assets or the return on invested capital, typically subject to a high-water mark. Fund investors are provided with detailed disclosure in the applicable offering documents of such Fund as to how the relevant performance-based compensation is calculated and charged.

The management fees and performance-based fees and allocations are generally based directly on the net asset value of the applicable Fund. As of December 31, 2021, over 98% of our net assets under management utilized a third-party administrator to maintain the official books and records and directly distribute investor statements. All of our Funds are audited on an annual basis.

Item 7 - Types of Clients

We primarily provide investment advice to Clients that are private investment funds. The minimum investment in a Fund is generally \$2,500,000. However, the applicable general partner may, in its discretion, accept lesser amounts. We will determine the minimum investment for other Clients on a case-by-case basis.

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

Our focus is on identifying opportunities where market outperformance is more likely due to structural market inefficiencies, as well as the nimbleness and entrepreneurship of emerging teams. We focus on entrepreneurial teams investing in structurally inefficient areas of the market with a demonstrable track record of outperformance in their area of focus.

Certain Risks Associated with Investment Strategies

An investment in a private investment fund involves substantial risks, and prospective investors should carefully consider, among other factors, the risks described below. These risk factors are not intended to be an exhaustive listing of all potential risks associated with such an investment.

The following risks primarily pertain to the Funds and other Clients with similar strategies. All of these risks, and other important risks, are described in detail in the Funds' respective offering documents. Prospective investors are strongly urged to review the applicable confidential private placement memorandum (each a "PPM") carefully and consult with their own financial, legal and tax advisors, before investing in a Fund.

Limited Role of General Partner. The relevant general partner will have full and complete control of the relevant Fund and shall provide certain administrative and operational services to the Fund, but shall not be responsible for determining if an investment in the relevant underlying manager is appropriate or continues to be appropriate for an investor. Each investor must make its own determination thereof and decide if it should withdraw its investment from the Fund in the manner permitted in the respective limited partnership agreement ("LPA") (which limits investors' ability to make such withdrawals).

Non-Diversification. Substantially all of the assets of each Fund will be invested in an underlying manager. Thus, an investment in a Fund is not intended to constitute a diversified investment.

Dependence Upon the Underlying Manager(s). The success of an investment in a Fund will depend upon the ability of the underlying manager(s) to achieve their investment objective. The underlying manager(s) may use investment strategies that are based on considerations and factors that are not fully disclosed in their respective PPMs and that may involve risks under some market conditions that are not anticipated. Although the underlying investment managers agree to certain investment restrictions pursuant to the terms of the Funds' anchor investment(s) in their underlying manager(s), the Advisor will not have any control over the investments made by the underlying manager(s), and no guarantee or representation is made that the Fund's or the underlying manager(s)' strategies will be successful. The Advisor will conduct a due diligence review of the underlying investment manager before it invests the Fund's assets in the underlying manager(s) and will continue to perform certain monitoring and due diligence. However, monitoring and due diligence are not a perfect process and may not uncover problems associated with the underlying manager(s). No amount of monitoring or due diligence can eliminate the possibility that the underlying investment manager may engage in improper or fraudulent

conduct, including unauthorized changes in investment strategy, misappropriation of assets, and unsupportable valuations of portfolio securities.

Although the general partners expect to receive certain information from the underlying manager(s), they will not have access to all information about the underlying manager(s). A decision by an investor to withdraw may be based on limited information that cannot be provided in a timely manner. As the ability of a Fund to withdraw its assets from its underlying manager(s) is limited, and the information provided from the underlying manager(s) to the Fund will be limited and only provided periodically, the Funds (and therefore each investor) will be prevented from reacting rapidly to market changes should the underlying manager(s) fail to execute their strategy[ies] or if adverse circumstances occur.

Although a Fund will have certain rights to accelerate its withdrawals of capital from the underlying manager(s) upon the occurrence of certain specified events related to the underlying manager(s) and the underlying investment manager (pursuant to the relevant seed agreement), subject to certain restrictions as are set forth in the underlying manager(s)' offering documents, the respective general partners have full discretion to determine not to exercise such withdrawal rights with respect to all or any portion of a Fund's investment(s), and to remain invested in the underlying manager(s). If such a withdrawal is elected, it will be subject to the withdrawal conditions set forth in the relevant PPM, including, without limitation and as applicable, a reduction in such withdrawing Limited Partner's Revenue Participation and Buyout Participation percentages (as defined therein). If a Fund elects to withdraw capital from its underlying manager(s) for any reason, excluding due to the occurrence of certain events, the Fund may lose certain rights pursuant to the terms of its seed agreement, including, without limitation, a proportion of its share of revenue and buy-out proceeds. Each Fund and its respective general partner shall not have any responsibility for the adequacy or the accuracy of the disclosure in the offering documents of the underlying manager(s).

Limitations on Investor Withdrawals and Transfers. An investor will have significant restrictions on its ability to withdraw all or any portion of its capital from a Fund, including restrictions resulting from the withdrawal restrictions on each Fund's investment(s) in the underlying manager(s). As a result of the limitations on withdrawals and the fact that interests are not tradeable, an investment in a Fund is relatively illiquid and involves a high degree of risk. There can be no assurance that a Fund will have sufficient cash to satisfy withdrawal requests or that it will be able to liquidate investments at the time of any such withdrawal requests. In all cases, a Fund's ability to effect a withdrawal from the underlying manager(s) or otherwise to take action with respect to its investment therein is subject to and may be restricted by any and all terms, conditions, and restrictions imposed by the underlying manager(s), including without limitation, the terms of the lock-up set forth in the respective seed agreement, which generally prohibit a Fund from withdrawing or redeeming capital from the underlying manager(s) for a multi-year period beginning on the date of the Fund's investment in the underlying manager(s), subject to certain restrictions and limitations. Therefore, any withdrawal proceeds shall not be due to the withdrawing investor unless a Partnership receives such amount from the underlying manager(s). The general partners may also limit or suspend withdrawal rights for any and all investors upon the occurrence of certain events described in the respective LPAs. A Fund may also retain such portion of the withdrawal proceeds as it deems necessary to be held in reserve for the payment of any fees or other liabilities. Limitations on withdrawals imposed by the underlying manager(s) may, in turn, be applied to withdrawals of interests from a Fund.

General Economic Conditions. Market risk is a factor in any investment, and recently, a high level of volatility in the financial markets has increased risk generally. Continued volatility could disrupt the investment strategy of an underlying manager, decrease the value of its portfolio, and adversely impact its profitability. Recent developments in the global financial markets illustrate that the current environment is one of extraordinary and possibly unprecedented uncertainty. In light of such recent market turmoil and the overall weakening of the financial services industry, the

financial condition of an underlying manager, its custodians/prime brokers, and other financial institutions may be adversely affected, and they may become subject to legal, regulatory, reputational, and other unforeseen risks that could have a material adverse effect on an underlying manager's – and by extension a Fund's – business and operations.

Risks Posed by Additional Legislation and Increased Regulatory Oversight. The Funds must comply with various legal requirements, including requirements imposed by the securities laws, tax laws, anti-money laundering laws and regulations, and pension laws in various jurisdictions. Should any of those laws change, the legal requirements to which the Funds and their investors may be subject could differ materially from current requirements. In addition, investment funds and their investment advisers have come under attack from the media and some legislators in recent years. This has particularly been the case following the credit crisis and extreme economic downturn that began in 2008, notwithstanding general agreement among commentators that the funds and advisers had little to do with precipitating the credit crisis or its aftermath. As a result, multiple pieces of legislation have been introduced or adopted, both on the state and federal level, including: the Dodd-Frank Wall Street Reform and Consumer Protection Act, amendments to the Custody Rule under the Investment Advisers Act of 1940 (the “Advisers Act”), proposed regulation of swaps, enhanced regulation of derivatives, and additional short sale restrictions, and enhanced state privacy regulations. It is unknown when or whether any additional initiatives will be proposed or adopted into law, but any of them, if enacted, could add to the costs and regulatory burdens of operating the Funds.

Availability of Suitable Investments. The success of an underlying manager's investment and trading activities will depend on the respective underlying investment manager's ability to identify investment opportunities and to manage market exposure risk. Identification and exploitation of the investment strategies to be pursued by the Underlying managers may involve a high degree of uncertainty. No assurance can be given that the underlying investment managers will be able to identify suitable investment opportunities in which to deploy all of the underlying managers' capital. A reduction in overall market volatility and liquidity, as well as other market factors, may reduce the pool of profitable investments for the underlying managers. Certain of the investment strategies employed by the underlying investment managers may be based on historical relationships among equity prices, exchange rates, interest rates, and bond prices. There can be no assurance that these historical relationships will continue and no representation made by us as to what results an underlying manager will or is likely to achieve based on these trends and relationships.

Leverage. The underlying managers are generally permitted to borrow money. The use of leverage by an underlying manager can substantially increase the market exposure (and market risk) to which the underlying manager's investment portfolio may be subject. Trading on leverage will result in interest charges or costs and, depending on the amount of leverage, such charges or costs could be substantial. The level of interest rates generally, and the rates at which the underlying manager can leverage in particular, can affect the operating results of the underlying manager. An underlying manager's anticipated use of short-term margin borrowings results in certain additional risks to the underlying manager. For example, should the securities pledged to brokers to secure an underlying manager's margin accounts decline in value, the underlying manager could be subject to a “margin call,” pursuant to which the underlying manager would be required either to deposit additional funds with the broker or to 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 underlying manager's assets, the underlying manager might not be able to liquidate assets quickly enough to pay off its margin debt.

Institutional Risks; Counterparty Risk. Institutions will have custody of the assets of the underlying managers. Certain assets of the underlying managers will be exposed to the credit risk of the dealers,

brokers and exchanges through which the underlying investment managers deal, whether we engage in exchange-traded or off-exchange transactions. These firms and/or financial institutions, regardless of how large or well-capitalized, may encounter financial difficulties that impair the operating capabilities or the capital position of the underlying managers. If any broker-dealer or other financial institution holding an underlying manager's assets were to become bankrupt or insolvent, it is possible that the underlying manager would be able to recover only a portion, or in certain circumstances, none of its assets held by such bankrupt or insolvent entity.

Brokers may trade with an exchange as principals on behalf of an underlying manager, in a "debtor-creditor" relationship, unlike other clearing broker relationships where the broker is merely a facilitator of the transaction. Such broker could, therefore, have title to all of the assets of an underlying manager (for example, the transactions that the broker has entered into on behalf of the underlying manager as principal as well as the margin payments that the underlying manager provides). In the event of such broker's insolvency, the transactions into which the broker has entered as principal could default, and the underlying manager's assets could become part of the insolvent broker's estate, to the detriment of the underlying manager. An underlying manager's assets may be held in "street name," in which case, a default by the broker could cause the underlying manager's rights to be limited to that of an unsecured creditor.

To the extent that an underlying manager invests in swaps, derivatives or synthetic instruments, or other over-the-counter transactions, including forward contracts, or, in certain circumstances, non-U.S. securities, the underlying manager may also take a credit risk with respect to the parties with whom it trades and may bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Stock Market Volatility. Stock markets are volatile and may decline significantly in response to adverse issuer, political, regulatory, market or economic developments. Different parts of the market and different types of equity securities may react differently to these developments. For example, small cap stocks may react differently than large cap stocks. Issuer, political or economic developments may affect a single issuer, issuers within an industry, sector or geographic region, or the market as a whole.

Suspensions of Trading. Each exchange typically has the right to suspend or limit trading in all futures, securities and other instruments which it lists. Such a suspension could make it difficult for the underlying managers to liquidate positions at favorable prices and, accordingly, may expose the underlying managers – and by extension the Funds – to losses.

Changes in Investment Strategy. The underlying investment managers have considerable discretion and have certain rights to modify the investment strategy, selection criteria, or hedging techniques used by their respective underlying manager(s) without the consent of the underlying manager's investors, including a Fund managed by us. Any of these new investment techniques may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings, which could result in unsuccessful investments and, ultimately, losses to an underlying manager. In addition, any new investment strategy or hedging technique developed may be more speculative than earlier techniques and may increase the risk of an investment in an underlying manager.

Item 9 - Disciplinary Information

There have been no legal or disciplinary events that would be material to a Client's or a prospective Client's evaluation of our advisory business or the integrity of our management.

Item 10 - Other Financial Industry Activities and Affiliations

The Advisor and the general partners are principally owned and controlled by Donald Rogers.

The Advisor, the general partners, their principals and affiliates may determine, in their discretion, to participate in investments with persons not affiliated with our Clients. In addition, we may offer to certain Clients, or to any third party, the opportunity to co-invest in opportunities in which a Client has invested or that become available to a Client. We may offer such opportunities to investors that we select in our discretion without notice to or the consent of any other Client.

The management fee and performance allocation are often based directly on the net asset value of the applicable Client. In most circumstances, the valuations of a Client's assets will be based on independent market quotations from relevant counterparties, but obtaining such valuations is not required in each instance. To the extent that a Client invests in securities or other financial instruments which are not traded on an organized or liquid market, the valuation of such assets will be determined by us in accordance with our valuation policies and procedures. As a result, there will be a conflict of interest for us in valuing such investments.

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

We have adopted a Code of Ethics (the "Code of Ethics") which provides that we are committed to conducting our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, we recognize that we have a fiduciary duty to the investors in the Funds and other accounts we manage, and that our employees must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of openness, integrity, honesty and trust. Among other things, our Code of Ethics governs all personal investment transactions by our employees, our policies with respect to gifts and entertainment, compliance with applicable securities laws, the manner in which violations of our Code of Ethics are to be reported, and certain other outside activities of our employees. We will provide a copy of our Code of Ethics to any Client, investor, or prospective investor upon request.

Under our Code of Ethics, we place certain restrictions on the personal trading activities of our employees and their immediate family members. Our employees are required to disclose their personal securities holdings on an initial and annual basis, and their personal securities transactions quarterly. Employees may also participate in limited offerings such as hedge funds, private equity funds, or other types of private offerings, subject to pre-clearance procedures.

Item 12 - Brokerage Practices

Not applicable. As of December 31, 2022, over 98% of our net assets under management were invested in other private funds.

Item 13 - Review of Accounts

Investors in the Funds generally receive monthly unaudited reports regarding the performance of the Fund(s) in which they invest. In addition, we distribute copies of the Funds' audited financial statements at least annually to investors, generally within 180 days after the end of the period to which the audit relates. We also distribute tax reports to investors in the Funds.

We may provide certain additional information to an investor, or prospective investor, in a Fund who requests it. This information may be provided in response to questions and due diligence requests but will not be distributed to other investors and prospective investors who do not request it. Such information may affect a prospective investor's decision to invest, and investors (which may include our personnel and affiliates) may be able to act on such additional information and redeem their investments potentially at higher values than other investors. Any such redemptions may result in reduced liquidity for other investors and, in order to meet larger or more frequent redemptions, the relevant Fund may need to maintain a greater amount of cash than it would otherwise maintain, which may reduce its overall performance. Each investor is responsible for asking such questions that it believes are necessary in order to make its own investment decisions, must decide for itself whether the limited information provided by us is sufficient for its desired due diligence.

Item 14 - Client Referrals and Other Compensation

We do not receive any economic benefits from non-Clients in connection with the provision of investment advice to our Clients.

If a Client is introduced to us by a third party solicitor, we and/or our affiliates may pay that solicitor a referral fee in accordance with the requirements of the Advisers Act. Any referral fee will be paid solely by us or our affiliates and will not result in any additional charge to the Client.

Item 15 - Custody

Client funds and securities are held in custody by qualified custodians. However, for purposes of the Advisers Act, we may also be deemed to have custody of certain Client assets. Annual audited financial statements for the Funds are delivered to investors.

Item 16 - Investment Discretion

We have discretionary authority to manage our Clients' accounts. Fund investors generally may not place any limits on our authority beyond those set forth in the Fund's offering and governing documents.

Item 17 – Voting Client Securities

Not applicable. Our Funds are invested in other private funds and do not directly own publicly traded securities.

Item 18 - Financial Information

We are not required to include a balance sheet for our most recent fiscal year.

Item 19 - Requirements for State-Registered Advisers

Not applicable.