

# **GTCR LLC**

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Part 2A of Form ADV: Firm Brochure  
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**This brochure provides information about the qualifications and business practices of GTCR LLC. If you have any questions about the contents of this brochure, please contact us at (312) 382-2200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about GTCR LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

## **Item 2. Material Changes**

This brochure has been revised since the version dated March 28, 2013 to: (a) add GTCR Management XI LP as an advisory affiliate of GTCR LLC, (b) update certain risk factor and conflict of interest disclosures relating to the Adviser's investment strategies and (c) update the amount of client assets managed by the Adviser.

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#### **Item 4. Advisory Business**

For purposes of this brochure, the “Adviser” means GTCR LLC, a Delaware limited liability company (“GTCR”), together (where the context permits) with certain of its affiliates that serve as general partners (the “General Partners”) to, or that provide advisory services to and/or receive advisory fees from, the Funds (as defined below). Such affiliates may or may not be under common control with GTCR, but possess a substantial identity of personnel and/or equity owners with GTCR.

The Adviser provides investment advisory services to investment vehicles (the “Funds”) that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”), and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

The Funds primarily seek to make private equity and equity-related investments. Although the primary focus of the Funds is on private equity investments, the Adviser may from time to time recommend other types of investments consistent with a respective Fund’s investment strategy and objectives. The Adviser’s advisory services mainly consist of investigating, identifying and evaluating investment opportunities, structuring, negotiating and making investments on behalf of the Funds, managing and monitoring the performance of such investments and disposing of such investments.

The Adviser provides investment advice directly to the Funds and not to investors in the Funds individually. The applicable General Partner of each Fund retains investment discretion, and investors in the Funds do not participate in the control or management of the Funds. The Adviser provides investment advisory services to each Fund in accordance with the investment advisory, investment management or portfolio management agreement (each, an “Advisory Agreement”) for such Fund and/or the offering and organizational or governing documents (collectively, the “organizational documents”) of such Fund. Investment restrictions for the Funds, if any, are generally established in the organizational documents of the applicable Fund.

The Adviser and its predecessors have been in business since 1980. As of January 17, 2014, the Adviser manages a total of \$10,957,500,000 of client assets, all of which is managed on a discretionary basis.<sup>1</sup>

#### **Item 5. Fees and Compensation**

As compensation for investment advisory services rendered to certain Funds, the Adviser is entitled to receive from each such Fund a management fee (each, a “Management Fee”). The precise amount of, the manner and calculation of and the manner and timing of payment of the Management Fee for each such Fund are established by the Adviser, as modified by negotiations with investors in the applicable Fund, and are set forth in such Fund’s Advisory Agreement,

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<sup>1</sup> Amount equals the sum of (a) gross asset values and undrawn capital commitments of all Funds as of December 31, 2013 plus (b) additional capital commitments made to certain Funds between January 1, 2014 and January 17, 2014 in connection with a final closing.

organizational documents and/or documentation received by each investor prior to investment in such Fund. For certain Funds, Management Fees and other fees and distributions described below are generally subject to waiver or reduction by the Adviser in its sole discretion, both voluntarily and on a negotiated basis with investors. The fee structures described herein may be modified from time to time. Management Fees may differ from one Fund to another and certain Funds may not pay Management Fees.

If a placement agent is retained in connection with the offer and sale of interests in a Fund to certain potential investors, the Management Fee payable by a Fund generally will be reduced by the amount of fees paid by such Fund to such placement agent, as well as by expenses and fees incurred by the Adviser in connection with the organization of such Fund that exceed a limit specified in such Fund's organizational documents. As some Funds do not pay Management Fees, any such reduction will not benefit such Funds. In addition, the Adviser may perform management, advisory, transaction-related, financial advisory and other services ("Related Services") for, and receive fees from, actual or prospective portfolio companies or other investment vehicles of the Funds, including fees in connection with mergers, acquisitions, financings, public offerings, sales and similar transactions. These fees may be substantial. Although these fees are in addition to the Management Fees, such fees may offset Management Fees paid by the applicable Fund. The amount and manner of any such reduction is set forth in the Advisory Agreement and/or organizational documents of the applicable Fund. As some Funds do not pay Management Fees, any such reduction will not benefit such Funds. Any such reduction of a Fund's Management Fees will be limited to the extent of such Fund's proportionate interest in any such portfolio company. Additionally, to the extent certain co-investors and co-investment vehicles invest alongside certain Funds, they would not typically pay Management Fees, which, in itself, may not result in a benefit to such Funds. Consistent with the Funds' Advisory Agreements, organizational documents or other documentation between a portfolio company and the Adviser or any of its affiliates, the Adviser may incur expenses and a portfolio company may reimburse the Adviser for expenses (including without limitation travel expenses, which may include expenses for chartered or first-class travel) incurred by the Adviser in connection with its performance of services for such portfolio company and such reimbursements may not be subject to the offset arrangements described above. Certain prospective portfolio companies may also pay "breakup fees" and other amounts to one or more Funds in connection with proposed transactions involving such prospective portfolio companies that are not consummated. Such breakup fees and other amounts may offset Management Fees paid by the applicable Fund, although any such reduction may not benefit Funds that do not pay Management Fees.

The Adviser, voluntarily and on a negotiated basis, generally may waive or reduce fees with respect to any investor. In addition, with respect to certain Funds, before giving effect to the fee offsets described above, the Adviser may waive or reduce all or a portion of the Management Fee paid in full or partial satisfaction of an obligation of the Adviser and certain employees and affiliates of the Adviser to invest in or alongside such Funds, as provided in the Advisory Agreement and/or organizational documents of the applicable Funds. Any such waived or reduced portion of the Management Fee reduces the amount of capital the Adviser or such employees or affiliates would otherwise be required to contribute. The limited partners of a Fund may be required to make a *pro rata* contribution according to their respective commitments

to fund any contribution that would otherwise be required of the Adviser in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions.

Upon termination of an Advisory Agreement and/or other organizational documents of the Funds, Management Fees that have been prepaid, if any, are generally returned on a prorated basis.

As provided in and subject to the Advisory Agreements and/or organizational documents of each Fund, each Fund generally will bear costs and expenses relating to such Fund's activities, investments and business (to the extent not borne or reimbursed by a portfolio company), including, without limitation: legal, auditing, consulting, insurance, financing, accounting and custodian fees and expenses; expenses associated with the preparation and distribution of Fund financial statements, tax returns and K-1s; except to the extent determined by the Adviser in its sole discretion, the full amount of any out-of-pocket expenses, liabilities and obligations incurred in connection with proposed transactions for which the Adviser had selected such Fund as a proposed investor but that are not consummated ("Broken Deal Expenses"); expenses of the advisory board and annual meetings of the limited partners; other expenses associated with the acquisition, holding and disposition of investments; extraordinary expenses (such as litigation, if any); any taxes, fees or other governmental charges levied against such Fund; and such other expenses as set forth in such Fund's organizational documents. In certain cases, a co-investment vehicle may be formed in connection with the consummation of a transaction. If a proposed transaction is not consummated, no such co-investment vehicle generally will have been formed, and the full amount of any Broken Deal Expenses relating to such proposed transaction would therefore be borne by the Fund or Funds selected by the Adviser as proposed investors for such proposed transaction. In addition, there may be occasions when one Fund (the "Payor Fund") pays an expense common to multiple funds (the "Allocated Funds") (e.g., legal expenses for a transaction in which all such Funds participate). On such occasions, each Allocated Fund will reimburse the Payor Fund for its share of such expense, without interest, promptly after the payment is made by the Payor Fund. While highly unlikely, it is possible that one of the Allocated Funds could default on its obligation to reimburse the Payor Fund.

Although the Adviser does not generally utilize the services of broker-dealers to effect portfolio transactions for the Funds, in the event that it chooses to use a broker-dealer for purposes relating to a particular Fund, such Fund will incur brokerage and other transaction costs. For additional information regarding brokerage and "soft dollar" practices, please see Item 12 below.

Additionally, please see Item 6 below regarding "Carried Interest" that Funds may distribute to the Adviser.

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

The General Partners of certain Funds are entitled to receive distributions of a portion of the profits of such Funds, if any, as "carried interest" (the "Carried Interest"). Each General Partner of a Fund is a related person of the Adviser. Distributions by a Fund in respect of Carried Interest reduce amounts that would otherwise be available for distribution to the investors in such Fund.

The payment by some, but not all, Funds of Carried Interest, or the payment of Carried Interest at varying rates (including varying effective rates based on, for example, past performance of a Fund or varying arrangements regarding the return or payment of certain contributions or expenses), may create an incentive for the Adviser or its employees to disproportionately allocate time, services or functions to Funds paying Carried Interest or Funds paying Carried Interest at a higher effective rate, or to allocate investment opportunities to such Funds. Generally, and subject to the organizational documents of the Funds, this conflict is mitigated by (i) contractual provisions entitling each investor in a Fund that is an alternative investment vehicle associated with another Fund to receive equivalent allocations in the aggregate from such alternative investment vehicle as such investor would have received had the investment been effectuated through such other Fund (except as may be advisable because of legal, regulatory or tax constraints); and (ii) restrictions during the commitment period of certain Fund(s) on the formation of another fund with investment objectives substantially similar to such Fund(s), unless investors consent in accordance with the organizational documents of the relevant Funds.

The Funds' organizational documents and Advisory Agreements generally require senior employees of the Adviser and principals of the General Partners to devote substantially all of their business time to the affairs of the Adviser's current Fund(s), subject to certain exceptions set forth in the Funds' organizational documents, until the Adviser is eligible to launch new funds, and thereafter such persons are generally required to continue to devote an appropriate amount of business time to the affairs of these Funds and such business time to any other Funds as required by the organizational documents of such Funds.

## **Item 7. Types of Clients**

The Adviser currently provides investment advisory services to the Funds. Investment advice is provided directly to the Funds (subject to the direction and control of the General Partner of each such Fund, if applicable) and not to investors in the Funds individually.

Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in the Funds are generally "accredited investors" as that term is defined in Regulation D promulgated under the Securities Act, and/or "qualified purchasers" as defined in the 1940 Act, and may include, among others, high net worth individuals, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other entities.

The Adviser does not have a minimum size for a Fund, but minimum investment commitments may be established for investors in a Fund. The General Partner of each Fund may in its sole discretion permit investments below the minimum amounts set forth in the organizational documents of such Fund.

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

### **Methods of Analysis and Investment Strategies**

Over the past three decades, the Adviser has developed what it considers to be a differentiated private equity investment approach to create and execute on investment opportunities.

The Adviser seeks to source and execute these investment opportunities through The Leaders Strategy™, which it defines as “finding and partnering with exceptional management leaders in core domains to identify, acquire and build market-leading companies through transformational acquisitions and organic growth.”

The Leaders Strategy™ leverages three key components in pursuit of investment performance:

(1) **Partnering with Management Leaders**

The Adviser seeks to find, recruit and partner with management leaders to identify, acquire and build companies through acquisitions and organic growth. The Adviser devotes considerable time to the process of establishing relationships with such management leaders.

(2) **Developing Domain Expertise**

The Adviser seeks to focus its investment activities in four key areas of the U.S. economy where it believes it has significant experience and extensive networks of relationships – Information Services & Technology, Financial Services & Technology, Healthcare and Growth Business Services. The Adviser believes that such domain expertise helps lead to high quality executive recruiting and investment thesis development.

(3) **Executing Transformational Opportunities**

The Adviser seeks to pursue investments with the potential for strategic and/or operational transformation. The Adviser believes these types of opportunities can create companies with fundamentally different—and enhanced—strategic positioning and operating performance.

The Adviser principally executes The Leaders Strategy™ behind North American-domiciled management teams, typically acting as the sole private equity investor in leveraged acquisitions of control positions in mature, cash-flowing companies.

### **Risks**

Investing in securities involves a substantial degree of risk. A Fund may lose all or a substantial portion of its investments and investors in the Funds must be prepared to bear the risk of a complete loss of their investment.



In addition, material risks relating to the investment strategies and methods of analysis described above, and to the types of securities typically purchased by or for the Funds, include the following:

*Investment in Junior Securities.* The securities in which a Fund will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.

*Concentration of Investments.* A Fund may participate in a limited number of investments and, as a consequence, the aggregate return of the Fund may be substantially adversely affected by the unfavorable performance of any single investment. Moreover, because all of a Fund's investments cannot reasonably be expected to perform well or even return capital, for a Fund to achieve above-average returns, one or a few of its investments must perform very well. There can be no assurance that this will be the case. In addition, the limited partners of a Fund have no assurance as to the degree of diversification of such Fund's investments, either by geographic region, asset type or domain. To the extent a Fund concentrates investments in a particular issuer, industry, security or geographic region, its investments will become more susceptible to fluctuations in value resulting from adverse economic and business conditions with respect thereto. Furthermore, if a Fund co-invests with other private equity funds, a limited partner of such Fund may have exposure to investments through more than one fund. In circumstances where the General Partner of such Fund intends to refinance all or a portion of the capital invested in a transaction, there will be a risk that such refinancing may not be completed, which could lead to increased risk as a result of the Fund having an unintended long-term investment as to a portion of the amount invested and/or reduced diversification.

*Dynamic Investment Strategy.* While the Adviser generally intends to seek returns for the Funds primarily through making private equity investments as described herein, the Adviser may pursue additional investment strategies and may modify or depart from its initial investment strategy, investment process and investment techniques as it determines appropriate. The Adviser may pursue investments outside of the industries and sectors in which it has previously made investments or has internal operational experience.

*Lack of Sufficient Investment Opportunities.* The Funds will encounter competition from other entities having similar investment objectives. Potential competitors include other investment partnerships and corporations, strategic industry acquirers and other financial investors, including hedge funds, investing directly or through affiliates. Further, over the past several years, an ever-increasing number of private equity funds have been or are being formed (and many existing funds have grown in size). Additional funds with similar investment objectives may be formed in the future by other unrelated parties. Some of these competitors may have more relevant experience, greater financial resources, a greater willingness to take on risk and/or more personnel than the Adviser, the Funds and their affiliates. The Adviser expects that competition for investment opportunities may increase, which may also require the Funds to participate in auctions, the outcome of which cannot be guaranteed, thus reducing the number of investment opportunities available to the Funds and/or adversely affecting the terms upon which investments can be made. Participating in auctions will also increase the pressure on the Funds with respect to pricing of a transaction. In the event a financing-related closing condition is not available to a Funds or if a Fund is required to provide a reverse

break-up fee or guarantee in connection with a potential investment, such Fund may become obligated to consummate a transaction on less favorable terms or may be required to fund the reverse break-up or similar fee in connection with a potential investment that is not made. There can be no assurance that the Funds will be able to locate, complete and exit investments which satisfy their investment objectives, or realize upon their values, or that it will be able to invest fully its committed capital. To the extent that a Fund encounters competition for investments, returns to limited partners of such Fund may decrease. However, the limited partners may be required to pay Management Fees during such Fund's term based on the entire amount of the limited partners' commitments.

*Healthcare Regulation, Reimbursement and Reform.* Various segments of the healthcare industry are (or may become) (a) highly regulated at both the federal and state levels in the United States and internationally, (b) subject to frequent regulatory change and (c) dependent upon various government or private insurance reimbursement programs. While the Funds may make investments in companies that comply with relevant laws and regulations, certain aspects of their operations may not have been subject to judicial or regulatory interpretation. An adverse review or determination by any one of such authorities, or an adverse change in the regulatory requirements or reimbursement programs, could have a material adverse effect on the operations of the companies in which the Funds invest. Recent legislative changes have had, and will likely continue to have, a significant impact on the healthcare industry. In addition, various legislative proposals related to the healthcare industry are introduced from time to time at the United States federal and state level, and any such proposals, if adopted, could have a significant impact on the healthcare industry.

*Leveraged Investments.* A Fund may make use of leverage by incurring debt to finance a portion of its investment in a portfolio company. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which state is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage will also result in interest expense and other costs to a Fund that may not be covered by distributions made to the Fund or appreciation of its investments. The use of leverage also imposes restrictive financial and operating covenants on a portfolio company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments to any deterioration in such companies' condition or industry, competitive pressures, an adverse economic environment or rising interest rates, and could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund may be required to invest additional capital and/or suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of a Fund. Furthermore, should the credit markets be tight at the time a Fund determines that it is desirable to sell all or a part of its investment in a portfolio company, a Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the portfolio companies in which a Fund will invest may not be rated by a credit rating agency.

*Restricted Nature of Investment Positions.* Generally, there will be no readily available market for a Fund's investments, and as a result, most of a Fund's investments will be difficult to value. Certain investments may be distributed in kind to the investors.

*Reliance on Portfolio Company Management.* Although the Adviser will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate such portfolio company on a day-to-day basis. Although each Fund generally intends to invest in portfolio companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will continue to operate a portfolio company successfully.

*Need for Follow-On Investments.* Following its initial investment in a given portfolio company, a Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful portfolio company. There is no assurance that a Fund will make follow-on investments or that a Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment. Additionally, failure to make such investments may result in a lost opportunity for a Fund to increase its participation in a successful portfolio company or the dilution of the Fund's ownership in a portfolio company if a third party invests in such portfolio company.

*Non-U.S. Investments.* Subject to any applicable provisions in a Fund's organizational documents, a Fund may invest in portfolio companies that are organized or headquartered or have substantial sales or operations outside of the United States. Such investments may be subject to additional risks due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of an investment), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on a Fund and/or the investors with respect to a Fund's income and possible non-U.S. tax return filing requirements for a Fund and/or the investors. Additional risks of non-U.S. investments include: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed regulatory institutions; (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction; (e) civil disturbances; (f) government instability; and (g) nationalization and expropriation of private assets. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

Further, non-U.S. investment in securities of companies in certain of the countries in which the Funds may invest is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude non-U.S. investment above certain ownership levels or in certain sectors of the country's economy and increase the costs and expenses of the Funds. While regulation of non-U.S. investment has liberalized in recent years throughout much of the world, there can be no assurance that more restrictive regulations will not be adopted in the future. Some countries require governmental approval for the repatriation of investment income, capital or the proceeds of sales by non-U.S. investors and non-U.S. currency. The Funds could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital interests and dividends

paid on securities held by the Funds, and income on such securities or gains from the disposition of such securities may be subject to withholding taxes imposed by certain countries where the Funds invest or in other jurisdictions.

*Reliance on Adviser Personnel.* Decisions with respect to the management of each Fund will be made by the General Partner of such Fund with the advice of the Adviser. The success of a Fund will depend on the ability of its General Partner and the Adviser to identify and consummate investments, to improve the operating performance of portfolio companies and to dispose of investments of such Fund at a profit. The loss of the services of one or more members of the professional staff of the Adviser or of the principals of the General Partner of a Fund could have an adverse impact on such Fund's ability to realize its investment objective.

*Hedging Arrangements.* The Adviser may (but is not obligated to) endeavor to manage any Fund's or any portfolio company's currency exposures, interest rate exposures or other exposures using hedging techniques where available and appropriate. Such Funds or portfolio companies may incur costs related to such hedging arrangements, which may be undertaken in exchange-traded or over-the-counter ("OTC") contexts, including futures, forwards, swaps, options and other instruments. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect, and in some cases hedging arrangements may result in losses greater than if hedging had not been used.

In some cases, particularly in OTC contexts, hedging arrangements will subject the applicable Fund or portfolio company to the risk of a counterparty's inability or refusal to perform under a hedging contract, or the potential loss of assets held by a counterparty, custodian or intermediary in connection with such hedging. OTC contracts may expose the applicable Fund or portfolio company to additional liquidity risks.

Certain hedging arrangements may create for the Adviser a registration or exemption obligation with the U.S. Commodity Futures Trading Commission or other regulator.

*Investments Longer than Term.* The Funds may make investments which may not be advantageously disposed of, or have liabilities that may not be resolved, prior to the dates that the Funds will be dissolved, either by expiration of the Funds' terms or otherwise. Although the General Partners expect that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, and the General Partners have a limited ability to extend the term of the Funds, the Funds may have to sell, distribute or otherwise dispose of investments or resolve litigation or other contingent liabilities at a disadvantageous time as a result of dissolution. In addition, although upon the dissolution of a Fund, the General Partner of such Fund will be required to use its best efforts to reduce to cash and cash equivalents such assets of the Fund as that General Partner shall deem it advisable to sell, subject to obtaining fair value for such assets and any tax or other legal considerations, there can be no assurances with respect to the time frame in which the winding up and the final distribution of proceeds to the applicable Fund's limited partners will occur.

*Absence of Regulatory Oversight.* While the Funds may, in some respects, be considered to be similar to investment companies, they are not registered, and do not intend to register, as such

under the Investment Company Act or the laws of any other country or jurisdiction and, accordingly, the provisions of the Investment Company Act will not be applicable to the Funds.

*Recycling; Reinvestment.* The General Partners of the Funds may have the right to generally recall certain capital returned or distributed to the Funds' partners. Accordingly, during the term of a Fund, a partner in such Fund may be required to make capital contributions in excess of its commitment (with certain limitations), and to the extent such recalled or retained amounts are reinvested in investments, the partner will remain subject to investment and other risks associated with such investments.

*Disclosure of Information.* Certain limited partners in the Funds may be subject to state public records or similar freedom of information laws, which may compel public disclosure of confidential information regarding the Funds, their investments and their limited partners. There can be no assurance that such information will not be disclosed either publicly or to regulators, law enforcement agencies or otherwise, including for purposes of complying with regulations or policies to which the Funds, the Adviser, their affiliates, portfolio companies or service providers to any of them may be or become subject.

*Material Non-Public Information.* By reason of their responsibilities in connection with their other activities, the Adviser, its employees and representatives may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Funds will not be free to act upon any such information. Due to these restrictions, the Funds may not be able to initiate a transaction that they otherwise might have initiated and may not be able to sell a portfolio investment that they otherwise might have sold.

*Proprietary Rights.* Many target portfolio companies rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect proprietary rights. There can be no assurance that the Funds or portfolio companies will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop technologies substantially equivalent or superior to a company's technologies. While piracy adversely affects portfolio company revenue, the impact on revenue from outside the U.S. is significant, particularly in countries where laws are less protective of intellectual property rights. The absence of harmonized patent laws makes it more difficult to ensure consistent respect for patent rights. Reductions in the legal protection for software intellectual property rights could adversely affect portfolio companies.

*Side Letters.* The General Partners and/or the Funds may enter into other written agreements ("Side Letters") with one or more limited partners of the Funds. These Side Letters may entitle a limited partner to make an investment in a Fund on terms other than those described in such Fund's organizational documents. Any such terms may be more favorable than those offered to any other limited partners. If a General Partner and/or a Fund enter into a Side Letter entitling a limited partner to opt out of a particular investment or withdraw from a Fund, any election to opt out or withdraw by such limited partner may increase any other limited partners' pro rata interest in that particular investment (in the case of an opt-out) or all future investments (in the case of a withdrawal).

*Public Company Holdings.* A Fund's investment portfolio may contain securities issued by publicly held companies. Such investments may subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members, including individuals affiliated with the Adviser, and increased costs associated with each of the aforementioned risks.

*Director Liability.* A Fund will often seek to obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the portfolio companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately a Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability.

*Uncertain Economic and Political Environment.* The current global economic and political climate is one of uncertainty. Prior acts of terrorism in the United States, the threat of additional terrorist strikes and the fear of a prolonged global conflict have exacerbated volatility in the financial markets and can cause consumer, corporate and financial confidence to weaken, increasing the risk of a "self-reinforcing" economic downturn. The availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, continues to be restricted. This may have an adverse effect on the economy generally and on the ability of the Funds and their portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of their businesses. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. Furthermore, such uncertainty may have an adverse effect upon portfolio companies in which the Funds make investments.

*Market Conditions.* Any material change in the economic environment, including a slow-down in economic growth, fluctuations in market prices of securities and/or changes in interest rates or foreign exchange rates, could have a negative impact on the performance and/or valuation of the portfolio companies. A Fund's performance can be affected by deterioration in public markets and by market events, such as the onset of the credit crisis in the summer of 2007 or the downgrading of the credit rating of the United States in 2011, which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk-free rate of return. Movements in foreign exchange rates may adversely affect the value of investments in portfolio companies and a Fund's performance. The value of publicly traded securities may be volatile and difficult to sell as a block, even following a realization through listing. The impact of market and other economic events may also affect a Fund's ability to raise funding to support its investment objective and also the level of profitability achieved on realizations of investments

*Deterioration of Credit Markets May Affect Ability to Finance and Consummate Investments.* Deteriorations of the global credit markets have made it more difficult, and could make it more difficult in the future, for investment funds such as the Funds to obtain favorable financing for

investments. A widening of credit spreads, coupled with the deterioration of the sub-prime and global debt markets and a rise in interest rates, could dramatically reduce investor demand for high yield debt and senior bank debt, which in turn could lead some investment banks and other lenders to be unwilling to finance new private equity investments or to only offer committed financing for these investments on unattractive terms. The Funds' ability to generate attractive investment returns may be adversely affected to the extent the Funds are unable to obtain favorable financing terms for their investments. Moreover, to the extent that such marketplace events are not temporary and continue, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such an economic downturn could adversely affect the financial resources of corporate borrowers in which the Funds have invested and result in the inability of such borrowers to make principal and interest payments on outstanding debt when due. In the event of such defaults, the Funds may suffer a partial or total loss of capital invested in such companies, which could in turn have an adverse effect on the Funds' returns. The continued participation of various European countries in the common euro currency and the relative strength and continued existence of that currency have become subject to recent speculation. Such speculation, the occurrence of any such events and/or weakness or volatility in the euro's relative valuation could have a substantial negative impact on the Funds and their investments, including by triggering other adverse financial, economic and political events in Europe, the United States or elsewhere, making it more difficult to acquire, manage and sell portfolio companies with substantial euro exposure (either directly or indirectly), causing unexpected volatility in euro denominated obligations, and creating uncertainty that may reduce consumer demand, adversely affect lenders' willingness to lend money or cooperate in restructuring existing obligations or otherwise adversely affect the ability of the Funds to execute on their investment strategies. Such marketplace events also may restrict the ability of the Funds to realize their investments at favorable times, for favorable prices and/or with favorable terms. Additionally, the Funds may be required to pay break-up, termination or other fees or expenses even if the Funds are willing to close on investments if they are ultimately unable to close on such investment due to a lender's unwillingness to provide previously committed financing.

*Other Collective Investment Vehicles.* The Adviser and its affiliates may, from time to time, be presented with investment opportunities that fall within the investment objective of a Fund and one or more other GTCR investment funds, either ones already formed or ones that might be formed in the future, and in such circumstances, it will allocate such opportunities among the applicable Fund and such other GTCR funds on a basis that it reasonably determines to be fair and reasonable, taking into account such factors, among others, as the sourcing of the transaction, the nature of the investment objective and focus of each such other investment fund (including, without limitation, the equity size of an investment), the relative amounts of capital available for investment, the nature and extent of involvement in the transaction on the part of the respective teams of investment professionals, any requirements contained in the governing documents of such other funds and other considerations deemed relevant by the Adviser.

In the event a Fund and one or more GTCR investment funds hold different securities (including with respect to their relative seniority, and whether such securities are purchased contemporaneously or otherwise), the Adviser may be presented with decisions when the interests of the funds are in conflict. There can be no assurance that any such conflict can be resolved in a manner that is beneficial to the applicable Fund. In that regard, actions may be taken for the other GTCR funds that are adverse to a Fund.

## **Item 9. Disciplinary Information**

The Adviser and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this brochure.

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

GTCR is affiliated with other related investment advisers registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) pursuant to GTCR’s registration in accordance with SEC guidance. These advisers include the entities listed in Section 7.A of Schedule D of the Adviser’s Form ADV Part 1A. GTCR Management X LP and GTCR Management XI LP provide advisory services to GTCR and other affiliated entities under separate master advisory agreements. These affiliated investment advisers operate as a single advisory business together with GTCR and serve as managers or General Partners of Funds and other pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

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

### **Code of Ethics**

The Adviser has adopted a written Code of Ethics that is applicable to all Adviser personnel and any other person who is subject to the Adviser’s supervision and control and who (a) has access to non-public information regarding purchases or sales of securities by any Fund, (b) is involved in making securities recommendations to any Fund or (c) has access to non-public securities recommendations to any Fund (collectively, “Access Persons”). Sections of the Code of Ethics also apply to certain family members of such Access Persons. The Code of Ethics, which is designed to comply with Rule 204A-1 under the Advisers Act, establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations, and restricts Access Persons’ and certain of their family members’ purchases of investments for their own accounts.

Under the Code of Ethics, Access Persons are also required to file certain periodic reports with the Adviser’s Chief Compliance Officer as required by Rule 204A-1 under the Advisers Act. The Code of Ethics helps the Adviser detect and prevent potential conflicts of interest. Access Persons who violate the Code of Ethics may be subject to remedial action, including, but not limited to, profit disgorgement, fine, censure, demotion, suspension or dismissal. Access Persons are also required to promptly report any violation of the Code of Ethics of which they become aware. Access Persons are required to annually certify compliance with the Code of Ethics.

A copy of the Code of Ethics is available to any client or prospective client upon written request to: Jeffrey S. Wright, Associate General Counsel and Chief Compliance Officer, GTCR LLC, 300 North LaSalle Street, Suite 5600, Chicago, Illinois 60654.



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

The Adviser and certain employees and affiliates of the Adviser may invest in and alongside the Funds, either through the General Partners, as direct investors in the Funds or otherwise. A Fund or its General Partner, as applicable, may exempt such persons from all or a portion of the Management Fee and Carried Interest. For further details regarding these arrangements, as well as conflicts of interest presented by them, please see “Conflicts of Interest” immediately below.

## **Conflicts of Interest**

The Adviser and its related entities may engage in a broad range of activities, including investment activities for their own account and for the account of other investment funds and providing transaction-related, investment advisory, management and other services to funds and operating companies. In the ordinary course of conducting its activities, the interests of a Fund may conflict with the interests of the Adviser, other Funds or their respective affiliates. Certain of these conflicts of interest are described below. In certain circumstances, applicable Advisory Agreements and/or organizational documents of the applicable Fund may address one or more of the potential conflicts of interest addressed below and may contain terms which mitigate or exacerbate such conflict of interest. The Adviser’s determination as to which factors are relevant with respect to conflicts of interest, and the resolution of such conflicts, will be made using the Adviser’s judgment, subject to the applicable Advisory Agreements and/or organizational documents of the applicable Fund. The discussion below does not necessarily describe all of the conflicts that may be faced by a Fund.

The Adviser may, from time to time, establish certain investment vehicles through which employees of the Adviser and their family members, certain business associates, other “friends of the firm” or other persons may invest alongside one or more of the Funds. These investment vehicles typically purchase or sell each investment opportunity at the same time and on substantially the same terms as such Fund. Such investment vehicles may not pay Management Fees or Carried Interest.

Co-investment vehicles may be established in order to invest alongside one or more Funds, and the Adviser typically has limited discretion to invest the assets of these co-investment vehicles independent of the limitations set forth in the organizational documents of such co-investment vehicle and associated Fund. Participation in co-investment vehicles, and allocations of co-investment opportunities among co-investors, may also be subject to priorities and limits as set forth in a Fund’s organizational documents. In general, unless otherwise provided for in a Fund’s organizational documents, (a) no investor in a Fund has a right to participate in any co-investment opportunity, (b) decisions regarding whether and to whom to offer co-investment opportunities are made in the sole discretion of the Adviser or, in certain instances, other participants in the applicable transaction, (c) co-investment opportunities may be offered to some and not other investors in Funds in the sole discretion of the Adviser and (d) certain persons other than investors in the Funds (*e.g.*, third parties) may be offered co-investment opportunities in the sole discretion of Adviser. Co-investment vehicles typically invest and dispose of their investments in the applicable portfolio company at the same time and on substantially the same terms as the Funds making the investment. However, from time to time, for strategic and other

reasons, a co-investment vehicle may purchase a portion of an investment from a Fund after such Fund has consummated its investment in the portfolio company. Any such purchase from a Fund by a co-investment vehicle generally would occur shortly after the Fund's completion of the investment (also known as a post-closing sell down or transfer) to avoid any changes in the valuation of the investment. The participants in the co-investment vehicle (other than the Funds) may be charged interest on the purchase to compensate the applicable Funds for the applicable holding period.

Alternative investment vehicles may be established in order to permit one or more Fund investors to participate through a different structure in a particular investment opportunity or opportunities, and the Adviser typically has limited discretion to invest the assets of these alternative investment vehicles independent of the limitations set forth in the organizational documents of such alternative investment vehicle and associated Fund.

From time to time, the Adviser may be presented with investment opportunities that would be suitable not only for a particular Fund, but also for other Funds and other investment vehicles operated by advisory affiliates of the Adviser. In determining which investment vehicles should participate in such investment opportunities, the Adviser and its affiliates may be subject to conflicts of interest among the investors in such investment vehicles. The Adviser attempts to resolve such conflicts of interest in light of its obligations to investors in each of the Funds and the obligations owed by the Adviser's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among the Funds and such investment vehicles in a fair and equitable manner. Where necessary, the Adviser consults and receives consent to conflicts from an advisory board consisting of limited partners of each applicable Fund and such other investment vehicles.

In certain cases, the Adviser may cause a Fund to purchase investments from another Fund, or it may cause a Fund to sell investments to another Fund. In addition, the Adviser may, from time to time, fund start-up expenses for a portfolio company and may subsequently sell such portfolio company to a Fund. Such transactions may create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a Fund may not receive the best price otherwise possible, or the Adviser might have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund in order, for example, to earn fees. Additionally, in connection with such transactions, the Adviser, its affiliates and/or their professionals (i) may have significant investments, or intentions to invest, in the Fund that is selling and/or purchasing such an investment or (ii) otherwise have a direct or indirect interest in the investment (such as through certain other participations in the investment). The Adviser and its affiliates may receive management or other fees in connection with their management of the relevant Funds involved in such a transaction, and may also be entitled to share in the investment profits of the relevant Funds. To address these conflicts of interest, in connection with effecting such transactions, the organizational documents of the Funds typically contain requirements regarding the allocation of such opportunities and terms and conditions of such transactions. To the extent such matters are not addressed in the organizational documents of the applicable Funds, the Adviser has adopted policies and procedures regarding allocation of investment opportunities in a fair and equitable manner. The Adviser will not directly or indirectly receive any commission or other transaction-based compensation for effecting any such transaction.

The Adviser's exercise of its discretion in allocating investment opportunities with respect to a particular investment, and in the manner discussed above, may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to other such persons. While the Adviser will determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant and subject to the organizational documents of the Funds, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the conflicts of interest to which the Adviser may be subject, discussed herein, did not exist. In addition, to the extent the Adviser has discretion over a secondary transfer of interests in a Fund pursuant to such Fund's organizational documents, subject to any restrictions in the organizational documents of the applicable Fund, the Adviser may identify a limited number of persons to potentially acquire the interest being transferred, including investors in one or more Funds or individuals and entities that are not investors in any Funds.

The Adviser manages a number of Funds that may have investment objectives similar to each other. The Adviser may in the future establish one or more additional investment funds with investment objectives substantially similar to, or different from, those of the current Funds. Allocation of available investment opportunities between the Funds and any such investment fund could give rise to the conflicts of interest described above. In addition, it is expected that employees of the Adviser responsible for managing a particular Fund will have responsibilities with respect to other Funds managed by the Adviser, including Funds that may be raised in the future. Conflicts of interest may arise in allocating time, services or functions of these employees. Following the commitment period of a Fund, the Adviser's principals may and likely will focus a substantial portion of their investment activities on other opportunities and areas unrelated to a Fund's investments.

Because Carried Interest is based on a percentage of net realized profits, it may create an incentive for the Adviser to cause a Fund to make riskier or more speculative investments than would otherwise be the case. In addition, certain personnel of the Adviser invest indirectly in Funds and may therefore participate indirectly in investments made by the Funds in which they invest. Such interests will vary Fund by Fund. The existence of these varying circumstances may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Fund.

In addition, investors in the Funds may have conflicting investment, tax and other interests with respect to their investments in the Funds, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the Adviser and its affiliates regarding an investment that may be more beneficial to one investor than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, the Adviser and its affiliates generally will consider the investment and tax objectives of a Fund and its investors as a whole, not the investment, tax or other objectives of any investor individually.

The Adviser and its affiliates, without any further act, approval or vote of any Fund or investor, may enter into side letters or other similar agreements with certain investors in a Fund that have the effect of establishing rights under, or altering or supplementing the terms of, the Fund's organizational documents, including without limitation providing different or preferential rights or terms, such as different fee structures, information rights, co-investment rights and liquidity or transfer rights. The right of the General Partner to enter into such arrangements is disclosed to investors in a Fund's offering memorandum and other organizational documents of the Fund.

The Adviser generally may, in its discretion, contract with any related person of the Adviser (including but not limited to a portfolio company of a Fund) to perform services for the Adviser, including in connection with its provision of services to the Funds. In such instances the Funds may bear the cost of such services. When engaging a related person to provide such services, there is a risk that the Adviser may have an incentive to engage the related person even if another person may be more qualified to provide the applicable services and/or can provide such services at a lesser cost.

The Adviser may have service providers, including, for example, investment bankers, outside legal counsel and consultants, who are investors in Funds and/or who provide services to the Adviser or businesses that are competitors of the Adviser. Additionally, the Adviser and the Funds may engage other common service providers. The Adviser may have a conflict of interest with the Funds in recommending the retention or continuation of a service provider to the Funds or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider will continue to invest in Funds or will provide the Adviser information about markets and industries in which the Adviser operates or is interested or will provide other services that are beneficial to the Adviser. There is a possibility that the Adviser, because of such beliefs or for other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person.

The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation may be required.

The Adviser may, in its discretion, have, and may, in its discretion, cause the Funds and/or their portfolio companies to have, ongoing business dealings, arrangements or agreements with persons who are former employees or executives of the Adviser. The Funds and/or their portfolio companies may bear, directly or indirectly, the costs of such dealings, arrangements or agreements. In such circumstances, there may be a conflict of interest between the Adviser and the Funds (or their portfolio companies) in determining whether to engage in or to continue such dealings, arrangements or agreements, including the possibility that the Adviser may favor the engagement or continued engagement of such persons even if a better price and/or quality of service could be obtained from another person.

Given the collaborative nature of the Adviser's business and the portfolio companies in which the Funds have invested, situations may arise where the Adviser is in the position of recommending portfolio company services to other portfolio companies. The Adviser may have a conflict of interest in making such recommendations, in that the Adviser has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for the Funds, while the products or services recommended may not necessarily be the best available to the portfolio companies held by the Funds.

Portfolio companies controlled by a Fund may provide services to certain Fund investors. The Adviser may have an incentive to cause the portfolio company to favor those investors relative to other portfolio company clients or customers in terms of pricing or otherwise, which could adversely affect the portfolio company's profitability to the Fund. Additionally, the portfolio company could recommend to its clients or customers that they invest in a Fund. The Adviser may also have an incentive to recommend the products or services of certain investors in the Funds, certain other third parties or their related businesses to the Funds or their portfolio companies for use or purchase, even though the products or services recommended may not necessarily be the best available to the Funds or the portfolio companies.

Subject to any applicable provisions in a Fund's organizational documents, the Adviser and/or its affiliates may engage in business opportunities arising from a Fund's investment in a portfolio company (for example, without limitation, entering into a joint venture with a portfolio company or making a proprietary investment in a portfolio company).

Employees of the Adviser may serve as directors of portfolio companies. Such employees generally are required to remit any remuneration they receive as directors to the applicable Funds. In addition, employees of the Adviser may leave the employment of the Adviser or its affiliates and become officers or employees of portfolio companies.

The organizational documents of certain Funds permit the Adviser, each such Fund's General Partner or certain of their affiliates to make certain interim contributions to the applicable Fund in anticipation of an upcoming investment or payment by such Fund, pending receipt of capital contributions in an equal amount from such Fund's limited partners, the proceeds of which would be distributed to such General Partner or other affiliate as a return of such interim contribution, with an interest charge. Such arrangements create potential conflicts of interest between the Adviser, the applicable General Partner or affiliate and the Fund acting as borrower.

The organizational documents of certain Funds permit the Adviser and/or each such Fund's General Partner to withhold information from certain limited partners or investors in such Fund in certain circumstances. For instance, information may be withheld from limited partners that are subject to Freedom of Information Act or similar requirements. The Adviser and/or General Partner may elect to withhold certain information from such limited partners for reasons relating to the Adviser's and/or General Partner's public reputation or overall business strategy, despite the potential benefits to such limited partners of receiving such information. In addition, due to the fact that potential investors in a Fund may ask different questions and request different information, the Adviser may provide certain information to one or more prospective investors that it does not provide to all prospective investors.

## **Item 12. Brokerage Practices**

The Adviser focuses on securities transactions of private companies and generally purchases and sells such companies through privately-negotiated transactions in which the services of a broker-dealer may or may not be retained. However, the Adviser may also distribute securities to investors in a Fund or sell such securities, including through using a broker-dealer, if a public trading market exists.

If the Adviser sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by the Adviser. In such event, the Adviser will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, the Adviser may consider a variety of factors. The Adviser has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction. Although the Adviser generally seeks competitive commission rates, it may not necessarily pay the lowest commission or commission equivalent.

Consistent with the Adviser seeking best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although the Adviser generally does not make use of such services at the current time. As a general matter, research provided by these brokers could be used to benefit all of the Funds. However, each and every research service may not be used for the benefit of each and every Fund managed by the Adviser, and brokerage commissions paid by one Fund may apply towards payment for research services that might not be used in the service of such Fund. The Adviser may, in its discretion, cause the Funds to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charged for effecting such transactions. This may be done where the Adviser has determined in good faith that such commission is reasonable in relation to the value of brokerage and research services received.

The Adviser may cause multiple Funds to purchase and sell publicly traded securities through broker-dealers. If the Adviser has determined to purchase or sell a publicly traded security for more than one Fund at the same time, the Adviser may place combined orders for each Fund when assigning pre-order allocations. The Adviser may aggregate trade orders for publicly traded securities to ensure that each participating Fund will receive the average price for each transaction. If an order for more than one Fund for a publicly traded security cannot be fully executed, the Adviser will allocate the investments in accordance with the Adviser's procedures for allocation of investment opportunities, as described in Item 11 above.

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

### **Oversight and Monitoring**

The investment portfolios of the Funds are generally private, illiquid and long-term in nature, and accordingly the Adviser's review of them is not directed toward a short-term decision to dispose of securities. However, the Adviser closely monitors the portfolio companies of the

Funds and generally maintains an ongoing oversight position in such portfolio companies. The portfolios are reviewed by a team of investment professionals on an on-going basis. The team generally includes managing directors and other investment professionals of the Adviser.

### **Reporting**

The Adviser will typically furnish to the investors in the Funds (i) audited financial statements annually, (ii) unaudited financial statements quarterly, (iii) annual tax information necessary for each investor's tax returns and (iv) investment information for each portfolio company semi-annually. The organizational documents of a Fund or investment vehicle may provide for alternative, or less detailed, reporting than the foregoing. The Adviser may from time to time, in its sole discretion, provide additional information relating to a Fund to one or more investors in such Fund as deemed appropriate.

It is expected that any investors in any co-investment vehicle would receive the reports and other information described in the organizational documents governing such co-investment vehicle, which may include, for example, financial information regarding the specific portfolio company in which the co-investment vehicle is invested.

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

Item 14 is not applicable to the Adviser.

### **Item 15. Custody**

Item 15 is not applicable to the Adviser.

### **Item 16. Investment Discretion**

Investment advice is provided directly to the Funds, subject to the direction and control of the General Partner of each Fund, and not to investors in the Funds individually. Services are provided to the Funds in accordance with the Advisory Agreements with the Funds and/or organizational documents of the applicable Funds. Investment restrictions for the Funds, if any, are generally established in the organizational documents of the applicable Fund.

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

The Adviser has adopted written policies and procedures setting forth the principles and procedures by which the Adviser votes or gives consent with respect to securities owned by the Funds (the "Voting Policy") to address how it will vote proxies, as applicable, for a Fund's portfolio companies. The Voting Policy seeks to ensure that the Adviser manages proxies (or similar instruments) in the best interest of a Fund, including where there may be material conflicts of interest in voting proxies. The Adviser generally believes its interests are aligned with those of the Funds' investors through the principals' beneficial ownership interests in the Funds, and therefore generally will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Voting Policy provides that the Adviser may address the conflict using several alternatives. Additionally, a

Fund's advisory board may approve the Adviser's vote in a particular solicitation. The Adviser does not consider service on portfolio company boards by the Adviser's personnel or the Adviser's receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Voting Policy sets forth certain proxy voting guidelines followed by the Adviser when voting proxies on behalf of a Fund. A copy of the Voting Policy is available to clients or prospective clients and the Adviser's proxy voting record is available to clients upon written request to: Jeffrey S. Wright, Associate General Counsel and Chief Compliance Officer, GTCR LLC, 300 North LaSalle Street, Suite 5600, Chicago, Illinois 60654.

**Item 18. Financial Information**

Item 18 is not applicable to the Adviser.

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

Item 19 is not applicable to the Adviser.