

Form ADV Part 3: *Relationship Summary*

Westchester Capital Management, Incorporated

Introduction

Westchester Capital Management, Inc. is an Investment Adviser registered with the U.S. Securities and Exchange Commission. We offer our clients investment advisory services. Clients should understand that the services we provide, and fees we charge, are different than those of a broker-dealer, and it is important to understand the difference between the two. Free and simple tools are available to research firms and financial professionals at <https://www.investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers and investing.

What Investment Services and Advice can You Provide me?

Description of Services: We offer investment advisory services to retail investors. Our primary investment advisory services are provided in the form of investment (or asset) management services, which involves us managing and trading your designated account(s). Westchester Capital Management, Inc. will discuss your investment goals and design a strategy to try and achieve your investment goals. Westchester Capital Management, Inc. will continuously monitor your account when providing asset management services and contact you on an annual basis to discuss your portfolio. For more information please see **Item 4** of our **Form ADV Part 2A**. When providing asset management services, Westchester Capital Management, Inc. provides its services on a **discretionary** basis (we will have the authority to determine the type and amount of securities to be bought or sold in your account). For more information please see **Item 16** of our **Form ADV Part 2A**.

Limited Investment Offerings: We develop portfolio strategies and will manage your account(s) using stocks and bonds suitable for your particular circumstances and needs. We typically do not use mutual funds or Exchange Traded Funds (ETFs); however, we have, or may, utilize them for some clients. We are limited in investment selection in that we can only invest your account in securities which are available on your custodian/broker-dealer's platform. When providing you services, we do not recommend or offer advice on any proprietary products.

Account & Fee Minimums: Westchester Capital Management, Inc. requires a minimum of \$100,000 in order to open an account. However, in certain circumstances, Westchester Capital Management, Inc. may waive or negotiate an account minimum.

Conversation Starters: *Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

What Fees Will I Pay?

Description of Principal Fees & Costs: Fees charged for our asset management services are charged based on a percentage of assets under management. The maximum fee we charge any one client is 1.00% annually. Our fees are divided and billed in arrears, on a quarterly calendar basis. The fees are calculated based on the fair market value of your account as of the last business day of the current billing period. Because our fee is based upon the value of your account, we have an incentive to recommend that you increase the level of assets in your account. When engaging us for asset management services, you will also incur other fees and expenses not charged by our firm. For example, the broker-dealer/custodian of your account will charge you fees and/or expenses for the maintenance of your account.

Additional Information: You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. For more information about the fees we charge, and the other fees and expenses you will incur, please see **Item 5** of **Form ADV Part 2A**.

Conversation Starters: *Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

Standard of Conduct: When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here is an example to help you understand what this means. We will ask that you establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Charles Schwab), a registered broker-dealer, member SIPC, to maintain custody of your assets and to effect trades for their accounts. Our recommendation to use Charles Schwab is not based solely on your interest of receiving the best execution possible. We also recommend Charles Schwab because they provide us with research, products and tools that help us manage and further develop our business operations. Because Schwab provides us with such benefits, we do not have to pay for them, thus reducing our expenses.

Conversation Starters: *How might your conflicts of interest affect me, and how will you address them?*

Additional Information: For more information about our conflicts of interests and the ways we are compensated please see *Item 5* of our *Form ADV Part 2A*. See *Item 12* of *Form ADV Part 2A* to read more information about our relationship with Charles Schwab and the different benefits we get from them.

How do your financial professionals make money?

Description of Salary/Payment of IARs: We compensate our investment adviser representatives with a flat salary not dependent on the level of revenue they generate for the firm.

Do you or your financial professionals have legal or disciplinary history?

No. Neither us, nor our investment adviser representatives have a legal or disciplinary history to report. You can look up more information about us and our investment adviser representatives at <https://www.investor.gov/CRS>.

Conversation Starters: *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Additional Information about Westchester Capital Management, Inc.

Additional information about Westchester Capital Management, Inc. and a copy of this relationship summary is available on the Internet at <http://www.westchestercapital.com/>. You can also find our disclosure brochures and other information about us on the SEC's Investment Adviser Public Disclosure website at <https://adviserinfo.sec.gov/firm/summary/110961>. For up-to-date information and to request a copy of this relationship summary, we can be reached by phone at 402-392-2418.

Conversation Starters: *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*