

MVP Manager LLC

Form ADV Part 3: Client Relationship Summary

MVP Manager LLC (“MVP” or the “Firm”) is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser. Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. This Client Relationship Summary provides details about our advisory services, fees, and other important information.

Free and simple tools are available for investors to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS). Here, you can also find educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

MVP manages a number of investment funds (the “Funds”) which purchase shares in well-established private technology companies. The Firm does not have retail customers and its only customers are the Funds.

- **Monitoring:** MVP monitors the Funds on an ongoing basis.
- **Investment Authority:** The funds are non-discretionary and are limited by the authorized activities as noted in their offering documents.
- **Limited Investment Offerings:** MVP only manages proprietary offerings and as such this creates and inherent conflict.
- **Account Minimums and Other Requirements:** There are minimum investment requirements which are set forth in each Fund’s offering documents.
- **For additional information,** please refer to our Form ADV Part 2A Brochure.

Conversation Starters. Ask your financial professional these questions to learn more:

- **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?

MVP charges its funds a 2 percent management fee as well as a carried interest/profit participation as outlined in each Fund’s offering documents. Additional information can be found on our Form ADV Brochure Part 2A.

Conversation Starter –

- **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?**

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 additional information, please refer to the offering documents for a particular fund.

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?

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 recommendations we provide you.

The Firm makes money through charging a management fee of 2% and a percentage of profits through a profit sharing arrangement as outlined in the offering documents.

Additionally, the Firm has an affiliated Broker Dealer, VNTR Securities Inc which the funds pay a commission to their financial professionals to sell the funds to investors.

Conversation Starter –

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

For additional information, on our conflicts of interest, please refer to our Form ADV Part 2A Brochure

How do your financial professionals make money?

Our financial professionals are compensated based on a percentage of the management fees, profits and carried interest we receive from the Funds.

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

Yes. Such history can be viewed at: [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research our firm and financial professionals.

Conversation Starter –

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

For additional information about MVP Manager LLC or to request a copy of this relationship summary please visit www.mvp.vc you may also call 212-858-9900 to request up to date information or a copy of this relationship summary.

Conversation Starter –

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

VNTR Securities LLC
Client Relationship Summary (Form CRS)

VNTR Securities LLC ("VNTR" or the "Firm") is registered with the Securities and Exchange Commission ("SEC") as a broker-dealer. Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. This Client Relationship Summary provides details about our brokerage services, fees, and other important information.

Free and simple tools are available for investors to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/crs). Here, you can also find educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

The Firm does not offer brokerage services to retail investors. However, it does offer private placements to accredited retail investors for funds managed by MVP Manager LLC, an affiliate of VNTR, and the Firm may contact you with an offer for you to participate in one of these transactions. In these transactions, it is the fund offering the securities (known as the issuer) that is the Firm's client, not the investor purchasing the securities. The Firm does not offer investment advice to you as a retail investor, as is clearly stated in any offering materials you might receive. Further, regardless of the general experience of the Firm, none of the materials provided or services rendered should be taken, represented or construed as legal, tax or accounting advice or opinion. ***We strongly recommend that every client, retail or not, obtain their own financial advice from a party independent of the Firm before investing in any securities the Firm offers.***

Since VNTR does not maintain customer funds or accounts the Firm will not monitor your investment(s), and we strongly encourage you to have a financial professional do so. Additionally, the Firm has absolutely no discretion as to whether you choose to invest, so we strongly encourage you to consult with a financial professional, accountant or lawyer before doing so.

VNTR assists its client (the issuer) with the structure of offerings and recommends whom to offer them to. On the issuer's behalf the Firm may:

- contact you with offerings that we think, but cannot confirm, may be suitable for you, we strongly encourage you to consult with a financial professional, accountant or lawyer to confirm an investment is suitable for you;
- ascertain and confirm you status as an Accredited Investor (as defined by Regulation D Rule 501). When required by regulation or requested by our client (the issuer), you will be required to have a third party advisor confirm this to us in certain circumstances; and
- limit the size, accessibility, minimum/maximum investment size and structure of an offering based on the desires of our client (the issuer). As a result, we strongly recommend that you confirm with a financial professional, accountant or lawyer if the offering parameters are suitable for you.

VNTR will make its own assessment as to whether an investment is suitable for you, and may refuse to sell to you based upon that determination. Additionally, with regard to Regulation BI and your best interest, the Firm recommends investments that have been vetted with care being taken to ensure that the investments being presented are ones that are compatible with a well-rounded investment portfolio for certain investors. However, it is your additional responsibility to make this decision yourself, or, as we strongly recommend, with the assistance of a financial professional, accountant or lawyer.

For additional information, please review the offering materials for each investment. You may also visit www.sec.gov to review the specific parameters of private offerings made pursuant to Regulation D.

What fees will I pay?

<p>Conversation Starter –</p> <ul style="list-style-type: none">▪ 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?
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Since the Firm acts as a placement agent to our client (the issuer), you will not pay any fees to VNTR when you invest in a securities offering. However, a portion of your investment will be allocated by the issuer to pay fees to the Firm. This amount varies by deal but in no instance will it exceed 10% of your purchase price.

VNTR may have more than one offering to show you at any given time and each offering could have a different fee percentage attached. You will have the opportunity to review the fee levels that VNTR is charging for each deal prior to investing so that you may judge for yourself if one

offering might benefit the Firm more than another offering, and thereby create more incentive for the Firm to sell it to you.

While you will not be charged specific fees for each investment by VNTR, the fees the Firm charges to its clients (the issuer) will reduce the amount of capital available to the issuer. This will reduce the impact your investment will have on the issuer and we strongly recommend that you consult with a financial advisor, accountant or lawyer to see if the fees we are charging our client results in an investment that is unsuitable for you.

Our client (the issuer) 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 additional information, please review the offering materials for each investment. You may also visit www.sec.gov to review the specific parameters of private offerings made pursuant to Regulation D.

What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?

When we provide you with a recommendation, 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 inherently creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations we provide you.

Here are some examples to help you understand what this means:

- The Firm will receive a cash fee from our client (the issuer) that will reduce the amount of money available to the issuer from the offering. This will reduce the money available to support the issuer and reduce the impact your investment will have on the issuer. We strongly recommend that you consult with a financial advisor, accountant or lawyer to see if the amount of fees we are charging our client results in an investment that is unsuitable for you.
- The Firm may receive additional compensation in the amount of equity or other securities from our client (the issuer), this will dilute your investment, alongside other investors and the issuer. This will impact the value of your investment and we strongly recommend you consult with a financial advisor, accountant or lawyer to assure you understand the implications of this.
- **For additional information, please review the offering materials for each investment. You may also visit www.sec.gov to review the specific parameters of private offerings made pursuant to Regulation D.**

How do your financial professionals make money?

VNTR's financial professionals make money based on multiple factors which includes the amount of securities they are able to sell to investors, including yourself. This creates incentive for them to sell you securities that may conflict with your interests. We strongly recommend that you consult with a financial advisor, accountant or lawyer to assure that you understand the implications of this before investing.

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

Yes. You can visit Investor.gov/CRS for a free and simple search tool to research our firm and our financial professionals.

Conversation Starter –

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

For additional information about VNTR Securities LLC or to request a copy of this relationship summary please call our compliance department at: 212-858-9900.

Conversation Starter –

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