

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

|                                                                            |                    |
|----------------------------------------------------------------------------|--------------------|
| Primary Business Name: CLEARBRIDGE INVESTMENTS (NORTH AMERICA) PTY LIMITED | CRD Number: 151223 |
| Annual Amendment - All Sections                                            | Rev. 10 / 2021     |
| 12 / 19 / 2025 5:31:47 AM                                                  |                    |

**WARNING:** Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an *umbrella registration*, the information in Item 1 should be provided for the *filing adviser* only. General Instruction 5 provides information to assist you with filing an *umbrella registration*.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):  
CLEARBRIDGE INVESTMENTS (NORTH AMERICA) PTY LIMITED

B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A.  
CLEARBRIDGE INVESTMENTS (NORTH AMERICA) PTY LIMITED

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

(2) If you are using this Form ADV to register more than one investment adviser under an *umbrella registration*, check this box ☐

If you check this box, complete a Schedule R for each relying adviser.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of  
☐ your legal name or ☐ your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-70506

(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

(3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

| CIK Number |
|------------|
| 1499609    |

E. (1) If you have a number ("CRD Number") assigned by the *FINRA*'s *CRD* system or by the IARD system, your *CRD* number: 151223

If your firm does not have a *CRD* number, skip this Item 1.E. Do not provide the *CRD* number of one of your officers, employees, or affiliates.

(2) If you have additional *CRD* Numbers, your additional *CRD* numbers:

No Information Filed

F. Principal Office and Place of Business

(1) Address (do not use a P.O. Box):

Number and Street 1:  
LEVEL 13, 35 CLARENCE STREET

City:  
SYDNEY

State:

Country:  
Australia

ZIP+4/Postal Code:  
2000

Number and Street 2:

If this address is a private residence, check this box: ☐

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

(2) Days of week that you normally conduct business at your principal office and place of business:

☒ Monday - Friday ☐ Other:

Normal business hours at this location:  
8.30AM - 5.00PM

(3) Telephone number at this location:  
61 2 9397 7300

(4) Facsimile number at this location, if any:  
61 2 9397 7399

(5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?

0

G. Mailing address, if different from your *principal office and place of business* address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

H. If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

I. Do you have one or more websites or accounts on publicly available social media platforms (including, but not limited to, Twitter, Facebook and LinkedIn)?

Yes

No

If "yes," list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on [Section 1.I. of Schedule D](#). If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.

J. Chief Compliance Officer

(1) Provide the name and contact information of your Chief Compliance Officer. If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

Other titles, if any:

Telephone number:

Facsimile number, if any:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

(2) If your Chief Compliance Officer is compensated or employed by any *person* other than you, a *related person* or an investment company registered under the Investment Company Act of 1940 that you advise for providing chief compliance officer services to you, provide the *person's* name and IRS Employer Identification Number (if any):

Name:

IRS Employer Identification Number:

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:

Titles:

Telephone number:

Facsimile number, if any:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact person has one:

L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*?

Yes

No

If "yes," complete [Section 1.L. of Schedule D](#).

M. Are you registered with a *foreign financial regulatory authority*?

Yes

No

Answer "no" if you are not registered with a *foreign financial regulatory authority*, even if you have an affiliate that is registered with a *foreign financial regulatory authority*. If "yes," complete [Section 1.M. of Schedule D](#).

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?

Yes

No

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year?

If yes, what is the approximate amount of your assets:

☒ \$1 billion to less than \$10 billion

- ☒ \$10 billion to less than \$50 billion
- ☐ \$50 billion or more

For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your Legal Entity Identifier if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity identifier.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.I. for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform: https://www.linkedin.com/company/clearbridge-investments-au

Address of Website/Account on Publicly Available Social Media Platform: https://clearbridgeinvestments.com.au

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your principal office and place of business. You must complete a separate Schedule D, Section 1.L. for each location.

Name of entity where books and records are kept:  
CLEARBRIDGE INVESTMENTS, LLC

|                                           |                                    |                           |                             |
|-------------------------------------------|------------------------------------|---------------------------|-----------------------------|
| Number and Street 1:<br>620 EIGHTH AVENUE | Number and Street 2:<br>48TH FLOOR |                           |                             |
| City:<br>NEW YORK                         | State:<br>New York                 | Country:<br>United States | ZIP+4/Postal Code:<br>10018 |

If this address is a private residence, check this box: ☐

|                                     |                           |
|-------------------------------------|---------------------------|
| Telephone Number:<br>1 800-691-6960 | Facsimile number, if any: |
|-------------------------------------|---------------------------|

- This is (check one):
- ☒ one of your branch offices or affiliates.
  - ☐ a third-party unaffiliated recordkeeper.
  - ☐ other.

Briefly describe the books and records kept at this location.  
OPERATIONAL AND FINANCIAL RECORDS

No Information Filed

Item 2 SEC Registration / Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration. If you are filing an *umbrella registration*, the information in Item 2 should be provided for the *filing adviser* only.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). [Part 1A Instruction 2](#) provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- ☒ (1) are a **large advisory firm** that either:

(a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or

(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- ☐ (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:

(a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*; or

(b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;  

Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.

☐ (3) Reserved

☐ (4) have your *principal office and place of business* **outside the United States**;

☒ (5) are an **investment adviser (or subadviser) to an investment company** registered under the Investment Company Act of 1940;

☐ (6) are an **investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;

☐ (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);

☐ (8) are a **related adviser** under rule 203A-2(b) that *controls*, is *controlled* by, or is under common *control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;  

If you check this box, complete [Section 2.A.\(8\) of Schedule D](#).

☐ (9) are an **adviser** relying on rule 203A-2(c) because you **expect to be eligible for SEC registration within 120 days**;  

If you check this box, complete [Section 2.A.\(9\) of Schedule D](#).

☐ (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);  

If you check this box, complete [Section 2.A.\(10\) of Schedule D](#).

☐ (11) are an **Internet adviser** relying on rule 203A-2(e);  

If you check this box, complete [Section 2.A.\(11\) of Schedule D](#).

☐ (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;  

If you check this box, complete [Section 2.A.\(12\) of Schedule D](#).

☐ (13) are **no longer eligible** to remain registered with the SEC.
- State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers
- C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).
- Jurisdictions

|                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> IL | <input type="checkbox"/> NE | <input type="checkbox"/> SC |
| <input type="checkbox"/> AK | <input type="checkbox"/> IN | <input type="checkbox"/> NV | <input type="checkbox"/> SD |

|                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AZ | <input type="checkbox"/> IA | <input type="checkbox"/> NH | <input type="checkbox"/> TN |
| <input type="checkbox"/> AR | <input type="checkbox"/> KS | <input type="checkbox"/> NJ | <input type="checkbox"/> TX |
| <input type="checkbox"/> CA | <input type="checkbox"/> KY | <input type="checkbox"/> NM | <input type="checkbox"/> UT |
| <input type="checkbox"/> CO | <input type="checkbox"/> LA | <input type="checkbox"/> NY | <input type="checkbox"/> VT |
| <input type="checkbox"/> CT | <input type="checkbox"/> ME | <input type="checkbox"/> NC | <input type="checkbox"/> VI |
| <input type="checkbox"/> DE | <input type="checkbox"/> MD | <input type="checkbox"/> ND | <input type="checkbox"/> VA |
| <input type="checkbox"/> DC | <input type="checkbox"/> MA | <input type="checkbox"/> OH | <input type="checkbox"/> WA |
| <input type="checkbox"/> FL | <input type="checkbox"/> MI | <input type="checkbox"/> OK | <input type="checkbox"/> WV |
| <input type="checkbox"/> GA | <input type="checkbox"/> MN | <input type="checkbox"/> OR | <input type="checkbox"/> WI |
| <input type="checkbox"/> GU | <input type="checkbox"/> MS | <input type="checkbox"/> PA | <input type="checkbox"/> WY |
| <input type="checkbox"/> HI | <input type="checkbox"/> MO | <input type="checkbox"/> PR |                             |
| <input type="checkbox"/> ID | <input type="checkbox"/> MT | <input type="checkbox"/> RI |                             |

*If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).*

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser  
-

SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- ☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- ☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- ☐ Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(11) Internet Adviser

If you are relying on rule 203A-2(e), the Internet adviser exemption from the prohibition on registration, you are required to make a representation about your eligibility for SEC registration. By checking the appropriate box, you will be deemed to have made the required representation.

If you are applying for registration as an investment adviser with the SEC or changing your existing Item 2 response regarding your eligibility for SEC registration, you must make this representation:

- ☐ I will provide investment advice on an ongoing basis to more than one client exclusively through an *operational interactive website*.

If you are filing an annual updating amendment to your existing registration and are continuing to rely on the Internet adviser exemption for SEC registration, you must make this representation:

\_\_\_\_\_

|                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------|
| <b>SECTION 2.A.(12) SEC Exemptive Order</b>                                                                                        |
| If you are relying upon an SEC <i>order</i> exempting you from the prohibition on registration, provide the following information: |
| Application Number:<br>803-                                                                                                        |
| Date of <i>order</i> :                                                                                                             |

If you are filing an *umbrella registration*, the information in Item 3 should be provided for the *filing adviser* only.

A. How are you organized?

☒ Corporation

☐ Sole Proprietorship

☐ Limited Liability Partnership (LLP)

☐ Partnership

☐ Limited Liability Company (LLC)

☐ Limited Partnership (LP)

☐ Other (specify):

*If you are changing your response to this Item, see [Part 1A Instruction 4](#).*

B. In what month does your fiscal year end each year?

SEPTEMBER

C. Under the laws of what state or country are you organized?

State Country

Australia

*If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.*

*If you are changing your response to this Item, see [Part 1A Instruction 4](#).*

|                                                                                                                                                                                                                                   | Yes                   | No                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", complete Item 4.B. and Section 4 of Schedule D.</i>                                                                                                                                                                  |                       |                                  |
| B. Date of Succession: (MM/DD/YYYY)                                                                                                                                                                                               |                       |                                  |
| <i>If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.</i>                                                            |                       |                                  |

|                      |
|----------------------|
| No Information Filed |
|----------------------|

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. [Part 1A Instruction 5.a.](#) provides additional guidance to newly formed advisers for completing this Item 5.

|                         |
|-------------------------|
| <b><i>Employees</i></b> |
|-------------------------|



If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

0

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

0

(2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

0

(3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

0

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

(5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?

0

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?

0

(2) Approximately what percentage of your *clients* are non-United States persons?

21%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

| Type of Client                                                                                      | (1) Number of Client(s) | (2) Fewer than 5 Clients | (3) Amount of Regulatory Assets under Management |
|-----------------------------------------------------------------------------------------------------|-------------------------|--------------------------|--------------------------------------------------|
| (a) Individuals (other than <i>high net worth individuals</i> )                                     | 3                       | <input type="checkbox"/> | \$ 677,269                                       |
| (b) <i>High net worth individuals</i>                                                               | 0                       | <input type="checkbox"/> | \$ 0                                             |
| (c) Banking or thrift institutions                                                                  | 0                       | <input type="checkbox"/> | \$ 0                                             |
| (d) Investment companies                                                                            | 3                       |                          | \$ 347,087,993                                   |
| (e) Business development companies                                                                  | 0                       |                          | \$ 0                                             |
| (f) Pooled investment vehicles (other than investment companies and business development companies) | 5                       |                          | \$ 1,497,531,304                                 |
| (g) Pension and profit sharing plans (but not the plan participants or government pension plans)    | 2                       | <input type="checkbox"/> | \$ 333,183,423                                   |
| (h) Charitable organizations                                                                        | 0                       | <input type="checkbox"/> | \$ 0                                             |
| (i) State or municipal <i>government entities</i> (including government pension                     | 0                       | <input type="checkbox"/> | \$ 0                                             |

|                                                              |   |                          |               |
|--------------------------------------------------------------|---|--------------------------|---------------|
| plans)                                                       |   |                          |               |
| (j) Other investment advisers                                | 2 | <input type="checkbox"/> | \$ 40,971,371 |
| (k) Insurance companies                                      | 0 | <input type="checkbox"/> | \$ 0          |
| (l) Sovereign wealth funds and foreign official institutions | 0 | <input type="checkbox"/> | \$ 0          |
| (m) Corporations or other businesses not listed above        | 4 | <input type="checkbox"/> | \$ 8,696,701  |
| (n) Other:                                                   | 0 | <input type="checkbox"/> | \$            |

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

☒ (1) A percentage of assets under your management

☐ (2) Hourly charges

☐ (3) Subscription fees (for a newsletter or periodical)

☐ (4) Fixed fees (other than subscription fees)

☐ (5) Commissions

☐ (6) *Performance-based fees*

☐ (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

YesNo

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

|                    | U.S. Dollar Amount   | Total Number of Accounts |
|--------------------|----------------------|--------------------------|
| Discretionary:     | (a) \$ 2,187,176,690 | (d) 17                   |
| Non-Discretionary: | (b) \$ 40,971,371    | (e) 2                    |
| Total:             | (c) \$ 2,228,148,061 | (f) 19                   |

*Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.*

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to *clients* who are non-*United States persons*?

\$ 1,493,956,773

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

☐ (1) Financial planning services

☐ (2) Portfolio management for individuals and/or small businesses

☒ (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)

☒ (4) Portfolio management for pooled investment vehicles (other than investment companies)

☒ (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)

☐ (6) Pension consulting services

☐ (7) Selection of other advisers (including *private fund* managers)

☐ (8) Publication of periodicals or newsletters

☐ (9) Security ratings or pricing services

☐ (10) Market timing services

☐ (11) Educational seminars/workshops

☐ (12) Other(specify):

*Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.*

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

☐ 0

☐ 1 - 10

☐ 11 - 25

☐ 26 - 50

☐ 51 - 100

☐ 101 - 250

☐ 251 - 500





(3) Do any of your *advertisements* include *hypothetical performance* ?

(4) Do any of your *advertisements* include *predecessor performance* ?

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.

SEC File Number  
811 - 07572

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

| Series ID  | <i>Parallel Managed Account</i> Regulatory assets under management |
|------------|--------------------------------------------------------------------|
| S000028139 | \$ 11,015,921                                                      |

SEC File Number  
811 - 22338

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

| Series ID  | <i>Parallel Managed Account</i> Regulatory assets under management |
|------------|--------------------------------------------------------------------|
| S000053331 | \$ 11,015,921                                                      |

SECTION 5.I.(2) *Wrap Fee Programs*

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Section 5.I.(2) for each *wrap fee program* for which you are a portfolio manager.

Name of *Wrap Fee Program*  
CONSULTING SERVICES

Name of *Sponsor*  
RAYMOND JAMES & ASSOCIATES, INC.

*Sponsor's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):  
801 - 10418

*Sponsor's* CRD Number (if any):  
705

Name of *Wrap Fee Program*  
RAYMOND JAMES FREEDOM UNIFIED MANAGED ACCOUNT PROGRAM

Name of *Sponsor*  
RAYMOND JAMES & ASSOCIATES, INC.

*Sponsor's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):  
801 - 10418

Sponsor's CRD Number (if any):

705

Name of *Wrap Fee Program*

RAYMOND JAMES PORTFOLIO SELECT UNIFIED MANAGED ACCOUNT PROGRAM

Name of *Sponsor*

RAYMOND JAMES & ASSOCIATES, INC.

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):

801 - 10418

Sponsor's CRD Number (if any):

705

SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment* . Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

(a)

| Asset Type                                                                                                                         | Mid-year | End of year |
|------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| (i) Exchange-Traded Equity Securities                                                                                              | %        | %           |
| (ii) Non Exchange-Traded Equity Securities                                                                                         | %        | %           |
| (iii) U.S. Government/Agency Bonds                                                                                                 | %        | %           |
| (iv) U.S. State and Local Bonds                                                                                                    | %        | %           |
| (v) <i>Sovereign Bonds</i>                                                                                                         | %        | %           |
| (vi) Investment Grade Corporate Bonds                                                                                              | %        | %           |
| (vii) Non-Investment Grade Corporate Bonds                                                                                         | %        | %           |
| (viii) Derivatives                                                                                                                 | %        | %           |
| (ix) Securities Issued by Registered Investment Companies or Business Development Companies                                        | %        | %           |
| (x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) | %        | %           |
| (xi) Cash and Cash Equivalents                                                                                                     | %        | %           |
| (xii) Other                                                                                                                        | %        | %           |

Generally describe any assets included in "Other"

(b)

| Asset Type                                 | End of year |
|--------------------------------------------|-------------|
| (i) Exchange-Traded Equity Securities      | 97 %        |
| (ii) Non Exchange-Traded Equity Securities | 0 %         |
| (iii) U.S. Government/Agency Bonds         | 0 %         |
| (iv) U.S. State and Local Bonds            | 0 %         |
| (v) <i>Sovereign Bonds</i>                 | 0 %         |

|                                                                                                                                    |     |
|------------------------------------------------------------------------------------------------------------------------------------|-----|
| (vi) Investment Grade Corporate Bonds                                                                                              | 0 % |
| (vii) Non-Investment Grade Corporate Bonds                                                                                         | 0 % |
| (viii) Derivatives                                                                                                                 | 0 % |
| (ix) Securities Issued by Registered Investment Companies or Business Development Companies                                        | 0 % |
| (x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) | 0 % |
| (xi) Cash and Cash Equivalents                                                                                                     | 3 % |
| (xii) Other                                                                                                                        | 0 % |
| Generally describe any assets included in "Other"                                                                                  |     |

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

☒ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings | (3) Derivative Exposures     |                                 |                       |                       |                          |                      |
|-------------------------|----------------------------------------|----------------|------------------------------|---------------------------------|-----------------------|-----------------------|--------------------------|----------------------|
|                         |                                        |                | (a) Interest Rate Derivative | (b) Foreign Exchange Derivative | (c) Credit Derivative | (d) Equity Derivative | (e) Commodity Derivative | (f) Other Derivative |
| Less than 10 %          | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 10 -149 %               | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 150 % or more           | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings | (3) Derivative Exposures     |                                 |                       |                       |                          |                      |
|-------------------------|----------------------------------------|----------------|------------------------------|---------------------------------|-----------------------|-----------------------|--------------------------|----------------------|
|                         |                                        |                | (a) Interest Rate Derivative | (b) Foreign Exchange Derivative | (c) Credit Derivative | (d) Equity Derivative | (e) Commodity Derivative | (f) Other Derivative |
| Less than 10 %          | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 10 -149 %               | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |
| 150 % or more           | \$                                     | \$             | %                            | %                               | %                     | %                     | %                        | %                    |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the

management of the separately managed accounts that you advise.

(b)

In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings |
|-------------------------|----------------------------------------|----------------|
| Less than 10 %          | \$                                     | \$             |
| 10-149 %                | \$                                     | \$             |
| 150 % or more           | \$                                     | \$             |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts

Complete a separate Schedule D Section 5.K.(3) for each custodian that holds ten percent or more of your aggregate separately managed account regulatory assets under management.

(a)

Legal name of custodian:  
JP MORGAN CHASE BANK NA

(b)

Primary business name of custodian:  
JP MORGAN CHASE BANK NA

(c)

The location(s) of the custodian's office(s) responsible for *custody* of the assets :

City:State:Country:

COLUMBUSOhioUnited States

(d)

Is the custodian a *related person* of your firm?

Yes

No

(e)

If the custodian is a broker-dealer, provide its SEC registration number (if any)  
-

(f)

If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)  
7H6GLXDRUGQFU57RNE97

(g)

What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?  
\$ 194,473,407

(a)

Legal name of custodian:  
THE NORTHERN TRUST COMPANY, CANADA BRANCH

(b)

Primary business name of custodian:  
THE NORTHERN TRUST COMPANY, CANADA BRANCH

(c)

The location(s) of the custodian's office(s) responsible for *custody* of the assets :

City:State:Country:

TORONTOCanada

(d)

Is the custodian a *related person* of your firm?

Yes

No

(e)

If the custodian is a broker-dealer, provide its SEC registration number (if any)  
-

|     |                                                                                                                                                                  |  |  |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| (f) | If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) |  |  |
| (g) | What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?<br>\$ 138,710,017                   |  |  |

|     |                                                                                                                                                                  |                   |                                                                   |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------------------------------------------------|
| (a) | Legal name of custodian:<br>RAYMOND JAMES & ASSOCIATES INC.                                                                                                      |                   |                                                                   |
| (b) | Primary business name of custodian:<br>RAYMOND JAMES                                                                                                             |                   |                                                                   |
| (c) | The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets :                                                                      |                   |                                                                   |
|     | City:<br>ST. PETERSBURG                                                                                                                                          | State:<br>Florida | Country:<br>United States                                         |
|     |                                                                                                                                                                  |                   | <div>Yes No</div>                                                 |
| (d) | Is the custodian a <i>related person</i> of your firm?                                                                                                           |                   |                                                                   |
|     |                                                                                                                                                                  |                   | <div><input type="radio"/> <input checked="" type="radio"/></div> |
| (e) | If the custodian is a broker-dealer, provide its SEC registration number (if any)<br>-                                                                           |                   |                                                                   |
| (f) | If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) |                   |                                                                   |
| (g) | What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?<br>\$ 32,888,689                    |                   |                                                                   |

|     |                                                                                                                                                                                          |                         |                                                                   |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------------------------------------|
| (a) | Legal name of custodian:<br>STATE STREET GLOBAL MARKETS, LLC                                                                                                                             |                         |                                                                   |
| (b) | Primary business name of custodian:<br>STATE STREET GLOBAL MARKETS, LLC                                                                                                                  |                         |                                                                   |
| (c) | The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets :                                                                                              |                         |                                                                   |
|     | City:<br>BOSTON                                                                                                                                                                          | State:<br>Massachusetts | Country:<br>United States                                         |
|     |                                                                                                                                                                                          |                         | <div>Yes No</div>                                                 |
| (d) | Is the custodian a <i>related person</i> of your firm?                                                                                                                                   |                         |                                                                   |
|     |                                                                                                                                                                                          |                         | <div><input type="radio"/> <input checked="" type="radio"/></div> |
| (e) | If the custodian is a broker-dealer, provide its SEC registration number (if any)<br>8 - 69862                                                                                           |                         |                                                                   |
| (f) | If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)<br>549300ZFEEJ2IP5VME73 |                         |                                                                   |
| (g) | What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?<br>\$ 4,382,080                                             |                         |                                                                   |

|     |                                                                                                                                                                  |                          |                                                                   |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------------------------------|
| (a) | Legal name of custodian:<br>LPL FINANCIAL LLC                                                                                                                    |                          |                                                                   |
| (b) | Primary business name of custodian:<br>LPL FINANCIAL LLC                                                                                                         |                          |                                                                   |
| (c) | The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets :                                                                      |                          |                                                                   |
|     | City:<br>FORT MILL                                                                                                                                               | State:<br>South Carolina | Country:<br>United States                                         |
|     |                                                                                                                                                                  |                          | <div>Yes No</div>                                                 |
| (d) | Is the custodian a <i>related person</i> of your firm?                                                                                                           |                          |                                                                   |
|     |                                                                                                                                                                  |                          | <div><input type="radio"/> <input checked="" type="radio"/></div> |
| (e) | If the custodian is a broker-dealer, provide its SEC registration number (if any)<br>8 - 17668                                                                   |                          |                                                                   |
| (f) | If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) |                          |                                                                   |
| (g) | What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?<br>\$ 8,082,682                     |                          |                                                                   |



|     |                                                                                                                                                                  |                     |                                                        |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------------------------------------------|
| (a) | Legal name of custodian:<br>ROBERT W. BAIRD & CO. INCORPORATED                                                                                                   |                     |                                                        |
| (b) | Primary business name of custodian:<br>ROBERT W. BAIRD & CO. INCORPORATED                                                                                        |                     |                                                        |
| (c) | The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets :                                                                      |                     |                                                        |
|     | City:<br>MILWAUKEE                                                                                                                                               | State:<br>Wisconsin | Country:<br>United States                              |
|     |                                                                                                                                                                  |                     | Yes No                                                 |
| (d) | Is the custodian a <i>related person</i> of your firm?                                                                                                           |                     | <input type="radio"/> <input checked="" type="radio"/> |
| (e) | If the custodian is a broker-dealer, provide its SEC registration number (if any)<br>8 - 497                                                                     |                     |                                                        |
| (f) | If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) |                     |                                                        |
| (g) | What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?<br>\$ 1,088,897                     |                     |                                                        |

|     |                                                                                                                                                                                          |                 |                                                        |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------------------------------------------------|
| (a) | Legal name of custodian:<br>CHARLES SCHWAB & CO., INC.                                                                                                                                   |                 |                                                        |
| (b) | Primary business name of custodian:<br>CHARLES SCHWAB & CO., INC.                                                                                                                        |                 |                                                        |
| (c) | The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets :                                                                                              |                 |                                                        |
|     | City:<br>WESTLAKE                                                                                                                                                                        | State:<br>Texas | Country:<br>United States                              |
|     |                                                                                                                                                                                          |                 | Yes No                                                 |
| (d) | Is the custodian a <i>related person</i> of your firm?                                                                                                                                   |                 | <input type="radio"/> <input checked="" type="radio"/> |
| (e) | If the custodian is a broker-dealer, provide its SEC registration number (if any)<br>8 - 16514                                                                                           |                 |                                                        |
| (f) | If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)<br>549300ZP8XN77GK5BS04 |                 |                                                        |
| (g) | What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?<br>\$ 6,055,861                                             |                 |                                                        |

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

|    |                                                                                                                                                                         |  |                                                        |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------|
| A. | You are actively engaged in business as a (check all that apply):                                                                                                       |  |                                                        |
|    | <input type="checkbox"/> (1) broker-dealer (registered or unregistered)                                                                                                 |  |                                                        |
|    | <input type="checkbox"/> (2) registered representative of a broker-dealer                                                                                               |  |                                                        |
|    | <input type="checkbox"/> (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)                                      |  |                                                        |
|    | <input type="checkbox"/> (4) futures commission merchant                                                                                                                |  |                                                        |
|    | <input type="checkbox"/> (5) real estate broker, dealer, or agent                                                                                                       |  |                                                        |
|    | <input type="checkbox"/> (6) insurance broker or agent                                                                                                                  |  |                                                        |
|    | <input type="checkbox"/> (7) bank (including a separately identifiable department or division of a bank)                                                                |  |                                                        |
|    | <input type="checkbox"/> (8) trust company                                                                                                                              |  |                                                        |
|    | <input type="checkbox"/> (9) registered municipal advisor                                                                                                               |  |                                                        |
|    | <input type="checkbox"/> (10) registered security-based swap dealer                                                                                                     |  |                                                        |
|    | <input type="checkbox"/> (11) major security-based swap participant                                                                                                     |  |                                                        |
|    | <input type="checkbox"/> (12) accountant or accounting firm                                                                                                             |  |                                                        |
|    | <input type="checkbox"/> (13) lawyer or law firm                                                                                                                        |  |                                                        |
|    | <input type="checkbox"/> (14) other financial product salesperson (specify):                                                                                            |  |                                                        |
|    | If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete <a href="#">Section 6.A. of Schedule D</a> .  |  | Yes No                                                 |
| B. | (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?                                                       |  | <input type="radio"/> <input checked="" type="radio"/> |
|    | (2) If yes, is this other business your primary business?                                                                                                               |  | <input type="radio"/> <input type="radio"/>            |
|    | If "yes," describe this other business on <a href="#">Section 6.B.(2) of Schedule D</a> , and if you engage in this business under a different name, provide that name. |  |                                                        |

Yes

No

(3)

Do you sell products or provide services other than investment advice to your advisory *clients*?

If "yes," describe this other business on [Section 6.B.\(3\) of Schedule D](#), and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name:

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

☒

(1)

broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)

☒

(2)

other investment adviser (including financial planners)

☐

(3)

registered municipal advisor

☐

(4)

registered security-based swap dealer

☐

(5)

major security-based swap participant

☒

(6)

commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

☐

(7)

futures commission merchant

☐

(8)

banking or thrift institution

☐

(9)

trust company

☐

(10)

accountant or accounting firm

☐

(11)

lawyer or law firm

☐

(12)

insurance company or agency

☐

(13)

pension consultant

☐

(14)

real estate broker or dealer

☐

(15)

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

☒

(16)

sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete [Section 7.A. of Schedule D](#).

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete [Section 7.A. of Schedule D](#) for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each *related person* listed in Item 7.A.

1. Legal Name of *Related Person*:  
FRANKLIN TEMPLETON FUND ADVISER, LLC

2. Primary Business Name of *Related Person*:  
FRANKLIN TEMPLETON FUND ADVISER, LLC

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  
801 - 66785  
or  
Other

4. *Related Person's*

(a) CRD Number (if any):  
140432

(b) CIK Number(s) (if any):

| CIK Number |
|------------|
| 1370027    |

5. *Related Person* is: (check all that apply)

(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer

(b) ☒ other investment adviser (including financial planners)

(c) ☐ registered municipal advisor

(d) ☐ registered security-based swap dealer

(e) ☐ major security-based swap participant

(f) ☒ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

(g) ☐ futures commission merchant

(h) ☐ banking or thrift institution

(i) ☐ trust company

(j) ☐ accountant or accounting firm

(k) ☐ lawyer or law firm

(l) ☐ insurance company or agency

(m) ☐ pension consultant

(n) ☐ real estate broker or dealer

(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. 

(a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1:City:State:If this address is a private residence, check this box: ☐

Number and Street 2:Country:ZIP+4/Postal Code:

9. 

(a) If the *related person* is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. 

(a) Is the *related person* registered with a *foreign financial regulatory authority* ?

(b) If the answer is yes, list the name and country, in English of each *foreign financial regulatory authority* with which the *related person* is registered.

No Information Filed

11. Do you and the *related person* share any *supervised persons*?

12. Do you and the *related person* share the same physical location?

1. Legal Name of *Related Person*:  
CLEARBRIDGE INVESTMENTS, LLC

Yes No

☒ ☐

☐ ☒

☐ ☐

Yes No

☐ ☒

☐ ☒

☐ ☒

☐ ☒

3. *Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)*  
801 - 58185

or

Other

4. Related Person's

(a) CRD Number (if any):

111364

(b) CIK Number(s) (if any):

| CIK Number |
|------------|
| 1132702    |

5. Related Person is: (check all that apply)

(a) ☒ broker-dealer, municipal securities dealer, or government securities broker or dealer

(b) ☒ other investment adviser (including financial planners)

(c) ☐ registered municipal advisor

(d) ☐ registered security-based swap dealer

(e) ☐ major security-based swap participant

(f) ☒ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

(g) ☐ futures commission merchant

(h) ☐ banking or thrift institution

(i) ☐ trust company

(j) ☐ accountant or accounting firm

(k) ☐ lawyer or law firm

(l) ☐ insurance company or agency

(m) ☐ pension consultant

(n) ☐ real estate broker or dealer

(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes

No

7. Are you and the related person under common control?

Yes

No

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

Yes

No

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

Yes

No

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration?

Yes

No

(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

Yes

No

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

| Name of Country/English Name of Foreign Financial Regulatory Authority     |
|----------------------------------------------------------------------------|
| Canada - Alberta Securities Commission                                     |
| Canada - British Columbia Securities Commission                            |
| Canada - Manitoba Securities Commission                                    |
| Canada - New Brunswick Securities Commission                               |
| Canada - Newfoundland and Labrador, Financial Services Regulation Division |
| Canada - Nova Scotia Securities Commission                                 |
| Canada - Ontario Securities Commission                                     |
| Canada - Prince Edward Island, Securities Office                           |
| Canada - Quebec, Financial Markets Authority                               |
| Canada - Saskatchewan Financial Services Commission                        |
| Canada - Yukon Territories, Registrar of Securities                        |
| Hong Kong - Securities and Futures Commission                              |

11. Do you and the related person share any supervised persons?

Yes

No

12. Do you and the related person share the same physical location?

Yes

No

1. Legal Name of *Related Person*:  
CLEARBRIDGE INVESTMENTS LIMITED

2. Primary Business Name of *Related Person*:  
CLEARBRIDGE INVESTMENTS LIMITED

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  
-  
or  
Other

4. *Related Person's*  
(a) CRD Number (if any):  
  
(b) CIK Number(s) (if any):

| CIK Number |
|------------|
| 1499094    |

5. *Related Person* is: (check all that apply)  
(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer  
(b) ☒ other investment adviser (including financial planners)  
(c) ☐ registered municipal advisor  
(d) ☐ registered security-based swap dealer  
(e) ☐ major security-based swap participant  
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  
(g) ☐ futures commission merchant  
(h) ☐ banking or thrift institution  
(i) ☐ trust company  
(j) ☐ accountant or accounting firm  
(k) ☐ lawyer or law firm  
(l) ☐ insurance company or agency  
(m) ☐ pension consultant  
(n) ☐ real estate broker or dealer  
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you *control* or are you *controlled* by the *related person*?

Yes

No

7. Are you and the *related person* under common *control*?

Yes

No

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

Yes

No

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

Yes

No

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:  
Number and Street 1: Number and Street 2:  
City: State: Country: ZIP+4/Postal Code:  
If this address is a private residence, check this box: ☐

Yes

No

9. (a) If the *related person* is an investment adviser, is it exempt from registration?

Yes

No

(b) If the answer is yes, under what exemption?  
NON-U.S. ENTITY WITH NO U.S. BUSINESS

10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ?

Yes

No

(b) If the answer is yes, list the name and country, in English of each *foreign financial regulatory authority* with which the *related person* is registered.

| Name of Country/English Name of Foreign Financial Regulatory Authority |
|------------------------------------------------------------------------|
| Australia - Australian Securities and Investments Commission           |

11. Do you and the *related person* share any *supervised persons*?

Yes

No

12. Do you and the *related person* share the same physical location?

Yes

No

1. Legal Name of *Related Person*:







3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  
8 - 53089  
or  
Other

4. Related Person's  
(a) CRD Number (if any):  
109064  
(b) CIK Number(s) (if any):

||
||
||
||

5. Related Person is: (check all that apply)  
(a) ☒ broker-dealer, municipal securities dealer, or government securities broker or dealer  
(b) ☐ other investment adviser (including financial planners)  
(c) ☐ registered municipal advisor  
(d) ☐ registered security-based swap dealer  
(e) ☐ major security-based swap participant  
(f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  
(g) ☐ futures commission merchant  
(h) ☐ banking or thrift institution  
(i) ☐ trust company  
(j) ☐ accountant or accounting firm  
(k) ☐ lawyer or law firm  
(l) ☐ insurance company or agency  
(m) ☐ pension consultant  
(n) ☐ real estate broker or dealer  
(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  
(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes No

7. Are you and the related person under common control?

Yes No

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

Yes No

  
(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

Yes No

  
(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:  
Number and Street 1: Number and Street 2:  
City: State: Country: ZIP+4/Postal Code:  
If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration?

Yes No

  
(b) If the answer is yes, under what exemption?

10. (a) Is the related person registered with a foreign financial regulatory authority ?

Yes No

  
(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  
No Information Filed

11. Do you and the related person share any supervised persons?

Yes No

12. Do you and the related person share the same physical location?

Yes No

1. Legal Name of Related Person:  
FRANKLIN ADVISERS, INC.

2. Primary Business Name of Related Person:  
FRANKLIN ADVISERS, INC.

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  
801 - 26292  
or  
Other

4. Related Person's

(a) CRD Number (if any):

104517

(b) CIK Number(s) (if any):

| CIK Number |
|------------|
| 898420     |

5. Related Person is: (check all that apply)

(a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer

(b) ☒ other investment adviser (including financial planners)

(c) ☐ registered municipal advisor

(d) ☐ registered security-based swap dealer

(e) ☐ major security-based swap participant

(f) ☒ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

(g) ☐ futures commission merchant

(h) ☐ banking or thrift institution

(i) ☐ trust company

(j) ☐ accountant or accounting firm

(k) ☐ lawyer or law firm

(l) ☐ insurance company or agency

(m) ☐ pension consultant

(n) ☐ real estate broker or dealer

(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person?

Yes

No

7. Are you and the related person under common control?

☒

☐

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?

☐

☒

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

☐

☐

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

9. (a) If the related person is an investment adviser, is it exempt from registration?

☐

☒

(b) If the answer is yes, under what exemption?

☐

☐

10. (a) Is the related person registered with a foreign financial regulatory authority ?

☒

☐

(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.

| Name of Country/English Name of Foreign Financial Regulatory Authority         |
|--------------------------------------------------------------------------------|
| Brazil - Securities and Exchange Commission                                    |
| Hong Kong - Securities and Futures Commission                                  |
| India - Securities and Exchange Board of India                                 |
| South Korea - Financial Supervisory Commission / Financial Supervisory Service |
| Taiwan - Financial Supervisory Commission                                      |

11. Do you and the related person share any supervised persons?

☐

☒

12. Do you and the related person share the same physical location?

☐

☒

Item 7 Private Fund Reporting

Yes

No

B. Are you an adviser to any private fund?

☐

☒

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

*In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.*

SECTION 7.B.(1) Private Fund Reporting

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

| Proprietary Interest in Client Transactions                                                     |                                                                                                                                                                                                                                                                       |                                                        |
|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| A.                                                                                              | Do you or any <i>related person</i> :                                                                                                                                                                                                                                 | Yes No                                                 |
| (1)                                                                                             | buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?                                                                                                                            | <input type="radio"/> <input checked="" type="radio"/> |
| (2)                                                                                             | buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?                                                                                                                                          | <input checked="" type="radio"/> <input type="radio"/> |
| (3)                                                                                             | recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?                                        | <input type="radio"/> <input checked="" type="radio"/> |
| Sales Interest in Client Transactions                                                           |                                                                                                                                                                                                                                                                       |                                                        |
| B.                                                                                              | Do you or any <i>related person</i> :                                                                                                                                                                                                                                 | Yes No                                                 |
| (1)                                                                                             | as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?                       | <input type="radio"/> <input checked="" type="radio"/> |
| (2)                                                                                             | recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?                  | <input type="radio"/> <input checked="" type="radio"/> |
| (3)                                                                                             | recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?                | <input type="radio"/> <input checked="" type="radio"/> |
| Investment or Brokerage Discretion                                                              |                                                                                                                                                                                                                                                                       |                                                        |
| C.                                                                                              | Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the:                                                                                                                                                                             | Yes No                                                 |
| (1)                                                                                             | securities to be bought or sold for a <i>client's</i> account?                                                                                                                                                                                                        | <input checked="" type="radio"/> <input type="radio"/> |
| (2)                                                                                             | amount of securities to be bought or sold for a <i>client's</i> account?                                                                                                                                                                                              | <input checked="" type="radio"/> <input type="radio"/> |
| (3)                                                                                             | broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?                                                                                                                                                                       | <input checked="" type="radio"/> <input type="radio"/> |
| (4)                                                                                             | commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?                                                                                                                                                                      | <input checked="" type="radio"/> <input type="radio"/> |
| D.                                                                                              | If you answer "yes" to C.(3) above, are any of the brokers or dealers <i>related persons</i> ?                                                                                                                                                                        | <input type="radio"/> <input checked="" type="radio"/> |
| E.                                                                                              | Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ?                                                                                                                                                                                  | <input type="radio"/> <input checked="" type="radio"/> |
| F.                                                                                              | If you answer "yes" to E. above, are any of the brokers or dealers <i>related persons</i> ?                                                                                                                                                                           | <input type="radio"/> <input type="radio"/>            |
| G.                                                                                              | (1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?                                  | <input checked="" type="radio"/> <input type="radio"/> |
|                                                                                                 | (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?                                                       | <input checked="" type="radio"/> <input type="radio"/> |
| H.                                                                                              | (1) Do you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> that is not an <i>employee</i> for <i>client</i> referrals?                                                                                                            | <input type="radio"/> <input checked="" type="radio"/> |
|                                                                                                 | (2) Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clients</i> for the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)? | <input type="radio"/> <input checked="" type="radio"/> |
| I.                                                                                              | Do you or any <i>related person</i> , including any <i>employee</i> , directly or indirectly, receive compensation from any <i>person</i> (other than you or any <i>related person</i> ) for <i>client</i> referrals?                                                 | <input type="radio"/> <input checked="" type="radio"/> |
| <i>In your response to Item 8.I., do not include the regular salary you pay to an employee.</i> |                                                                                                                                                                                                                                                                       |                                                        |

In responding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

**Item 9 Custody**

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A.

(1)

Do you have *custody* of any advisory *clients*':

(a)

cash or bank accounts?

(b)

securities?

Yes

No

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.

(2)

If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount

Total Number of *Clients*

(a)

\$

(b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

B.

(1)

In connection with advisory services you provide to *clients*, do any of your *related persons* have *custody* of any of your advisory *clients*':

(a)

cash or bank accounts?

(b)

securities?

Yes

No

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

(2)

If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount

Total Number of *Clients*

(a)

\$

(b)

C.

If you or your *related persons* have *custody* of *client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:

(1)

A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.

☐

(2)

An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.

☐

(3)

An *independent public accountant* conducts an annual surprise examination of *client* funds and securities.

☐

(4)

An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

☐

If you checked Item 9.C.(2), C.(3) or C.(4), list in [Section 9.C. of Schedule D](#) the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in [Section 9.C. of Schedule D](#) if you already provided this information with respect to the private funds you advise in [Section 7.B.\(1\) of Schedule D](#)).

D.

Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

(1)

you act as a qualified custodian

(2)

your *related person(s)* act as qualified custodian(s)

Yes

No

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in [Section 7.A. of Schedule D](#), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

E.

If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

F.

If you or your *related persons* have *custody* of *client* funds or securities, how many *persons*, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you. If you are filing an *umbrella registration*, the information in Item 10 should be provided for the *filing adviser* only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

YesNo

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

If yes, complete [Section 10.A. of Schedule D](#).

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete [Section 10.B. of Schedule D](#).

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

B. If any *person* named in Schedules A, B, or C, or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):

|                                                                                                                          |                          |
|--------------------------------------------------------------------------------------------------------------------------|--------------------------|
| (1) Full legal name of the public reporting company:                                                                     | FRANKLIN RESOURCES, INC. |
| (2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company): | 38777                    |

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the *filing adviser* and all *relying advisers* under an *umbrella registration*.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

YesNo

Do any of the events below involve you or any of your *supervised persons*?

For "yes" answers to the following questions, complete a Criminal Action DRP:

YesNo

A. In the past ten years, have you or any *advisory affiliate*:

|                                                                                                                                         |  |
|-----------------------------------------------------------------------------------------------------------------------------------------|--|
| (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? |  |
| (2) been <i>charged</i> with any <i>felony</i> ?                                                                                        |  |

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to

charges that are currently pending.

B.

In the past ten years, have you or any *advisory affiliate*:

(1)

been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a *misdemeanor* involving: investments or an *investment-related* business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?

(2)

been *charged* with a *misdemeanor* listed in Item 11.B.(1)?

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C.

Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:

(1)

*found* you or any *advisory affiliate* to have made a false statement or omission?

(2)

*found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes?

(3)

*found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?

(4)

entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?

(5)

imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?

D.

Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:

(1)

ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?

(2)

ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?

(3)

ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?

(4)

in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?

(5)

ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?

E.

Has any *self-regulatory organization* or commodities exchange ever:

(1)

*found* you or any *advisory affiliate* to have made a false statement or omission?

(2)

*found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?

(3)

*found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?

(4)

disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?

F.

Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?

G.

Are you or any *advisory affiliate* now the subject of any regulatory *proceeding* that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H.

(1) Has any domestic or foreign court:

(a)

in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity?

(b)

ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?

(c)

ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?

(2)

Are you or any *advisory affiliate* now the subject of any civil *proceeding* that could result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:



- |                                                                  |                                                                                                                                                                                                                                                                     | Yes                   | No                    |
|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| A.                                                               | Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?                                                                                                                                                                   | <input type="radio"/> | <input type="radio"/> |
| <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i> |                                                                                                                                                                                                                                                                     |                       |                       |
| B.                                                               | Do you:                                                                                                                                                                                                                                                             |                       |                       |
|                                                                  | (1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?                                           | <input type="radio"/> | <input type="radio"/> |
|                                                                  | (2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?                                                                                                 | <input type="radio"/> | <input type="radio"/> |
| C.                                                               | Are you:                                                                                                                                                                                                                                                            |                       |                       |
|                                                                  | (1) <i>controlled</i> by or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |
|                                                                  | (2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?                                                       | <input type="radio"/> | <input type="radio"/> |

## Direct Owners and Executive Officers

- | FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name) | DE/FE/II | Title or Status                  | Date Title or Status Acquired MM/YYYY | Ownership Code | Control Person | PR | CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No. |
|-------------------------------------------------------------------|----------|----------------------------------|---------------------------------------|----------------|----------------|----|-----------------------------------------------------------------------------|
| CLEARBRIDGE INVESTMENTS LIMITED                                   | FE       | COMPANY                          | 07/2009                               | E              | Y              | N  |                                                                             |
| GOLDEN, ANNETTE, KATHERINE                                        | I        | HEAD OF LEGAL, RISK & COMPLIANCE | 03/2015                               | NA             | N              | N  | 4782695                                                                     |
| MURPHY, TERRENCE, JAMES                                           | I        | CHIEF EXECUTIVE OFFICER          | 05/2019                               | NA             | Y              | N  | 5007121                                                                     |
| GOLDEN, ANNETTE, KATHERINE                                        | I        | EXECUTIVE DIRECTOR               | 03/2023                               | NA             | Y              | N  | 4782695                                                                     |
| BUSHBY, MATTHEW, CHRISTOPHER                                      | I        | DIRECTOR                         | 03/2023                               | NA             | Y              | N  | 7810303                                                                     |
| GOLDEN, ANNETTE, KATHERINE                                        | I        | CHIEF COMPLIANCE                 | 03/2015                               | NA             | Y              | N  | 4782695                                                                     |



|                            |   |                   |         |    |   |   |         |
|----------------------------|---|-------------------|---------|----|---|---|---------|
|                            |   | OFFICER           |         |    |   |   |         |
| GOLDEN, ANNETTE, KATHERINE | I | COMPANY SECRETARY | 03/2015 | NA | Y | N | 4782695 |
| LANGLEY, NICHOLAS, JAMES   | I | DIRECTOR          | 06/2006 | NA | Y | N | 5622385 |

Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

(a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

(b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;

(c) in the case of an owner that is a trust, the trust and each trustee; and

(d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: C - 25% but less than 50% E - 75% or more  
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.  
  
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.  
  
(c) Complete each column.

| FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name) | DE/FE/I | Entity in Which Interest is Owned | Status                              | Date Status Acquired MM/YYYY | Ownership Code | Control Person | PR | CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No. |
|-------------------------------------------------------------------|---------|-----------------------------------|-------------------------------------|------------------------------|----------------|----------------|----|-----------------------------------------------------------------------------|
| LEGG MASON INC.                                                   | DE      | CLEARBRIDGE INVESTMENTS LIMITED   | SHAREHOLDER                         | 10/2015                      | E              | Y              | N  |                                                                             |
| LEGG MASON AUSTRALIA HOLDINGS PTY LIMITED                         | FE      | CLEARBRIDGE INVESTMENTS LIMITED   | SHAREHOLDER                         | 10/2015                      | E              | Y              | N  |                                                                             |
| FRANKLIN RESOURCES, INC.                                          | DE      | LEGG MASON INC.                   | SOLE SHAREHOLDER OF LEGG MASON INC. | 07/2020                      | E              | Y              | Y  |                                                                             |

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

Items 5.A. and 5.B. All personnel who provide advisory services to Registrant's clients are employees of Registrant's immediate parent, with which Registrant has a Memorandum of Understanding. ITEM 5.F.(2): THE NON-DISCRETIONARY REGULATORY ASSETS UNDER MANAGEMENT REPORTED IN ITEM 5.F.(2) INCLUDE ASSETS IN MANAGED ACCOUNT PROGRAMS WHERE CINA, DIRECTLY, OR THROUGH FRANKLIN TEMPLETON PRIVATE PORTFOLIO GROUP, LLC ("FTPPG") PROVIDES CONTINUOUS AND ONGOING NON-DISCRETIONARY INVESTMENT ADVICE WITH RESPECT TO MODEL PORTFOLIOS THAT ARE USED BY THE PROGRAM SPONSOR OR AN OVERLAY PORTFOLIO MANAGER TO MANAGE CLIENT ACCOUNTS UNDER SUCH PROGRAMS. SECTION 7.A. OF SCHEDULE D.: THE ADVISER MAINTAINS A SUPPLEMENTARY LIST OF RELATED PERSONS THAT ARE NOT LISTED IN SECTION 7.A. BECAUSE THEY DO NOT SATISFY ANY OF THE FIVE CRITERIA FOR INCLUSION THAT ARE SET FORTH IN ITEM 7A. SUCH SUPPLEMENTARY LIST OF RELATED PERSONS IS AVAILABLE UPON REQUEST.

Schedule R

No Information Filed

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an ☐ INITIAL **OR** ☒ AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- |                                  |                                             |                                  |                                             |                                             |
|----------------------------------|---------------------------------------------|----------------------------------|---------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> 11.C(1) | <input checked="" type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input checked="" type="checkbox"/> 11.C(4) | <input checked="" type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input type="checkbox"/> 11.D(2)            | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4)            | <input type="checkbox"/> 11.D(5)            |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2)            | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4)            |                                             |
| <input type="checkbox"/> 11.F.   | <input type="checkbox"/> 11.G.              |                                  |                                             |                                             |

Use a separate *DRP* for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one *DRP*. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one *DRP* to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate *DRP*.

PART I

A. The *person(s)* or entity(ies) for whom this *DRP* is being filed is (are):

- ☐ You (the advisory firm)
- ☐ You and one or more of your *advisory affiliates*
- ☒ One or more of your *advisory affiliates*

If this *DRP* is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV *DRP* - ADVISORY AFFILIATE

|                       |                                                                                                               |
|-----------------------|---------------------------------------------------------------------------------------------------------------|
| <i>CRD</i><br>Number: | This <i>advisory affiliate</i> is <input checked="" type="radio"/> a Firm <input type="radio"/> an Individual |
| Registered:           | <input type="radio"/> Yes <input checked="" type="radio"/> No                                                 |
| Name:                 | LEGG MASON, INC.<br>(For individuals, Last, First, Middle)                                                    |

- ☐ This *DRP* should be removed from the *ADV* record because the *advisory affiliate(s)* is no longer associated with the adviser.
- ☐ This *DRP* should be removed from the *ADV* record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an *exempt reporting adviser* with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority* , you may remove a *DRP* for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a *DRP* for any event listed in Item 11 that occurred more than ten years ago.

- ☐ This *DRP* should be removed from the *ADV* record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the *IARD* system or *CRD* system, has the *advisory affiliate* submitted a *DRP* (with Form *ADV*, *BD* or *U-4*) to the *IARD* or *CRD* for the event? If the answer is "Yes," no other information on this *DRP* must be provided.

- ☐ Yes ☒ No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its *IARD* or *CRD* records.

PART II

1. Regulatory Action initiated by:

- ☒ SEC ☐ Other Federal ☐ State ☐ *SRO* ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

2. Principal Sanction:  
Cease and Desist  
Other Sanctions:  
DISGORGEMENT OF \$27,594,729 AND PREJUDGMENT INTEREST OF \$6,907,765. SEPARATELY, ON JUNE 4, 2018 LEGG MASON, INC. ("LEGG MASON") AGREED TO PAY A PENALTY OF \$32,625,000 AND DISGORGEMENT OF \$31,617,000 TO RESOLVE A U.S. DEPARTMENT OF JUSTICE ("DOJ") INVESTIGATION INTO VIOLATIONS OF THE FOREIGN CORRUPT PRACTICES ACT (FCPA) ARISING OUT OF THE SAME MATTER. THE DISGORGEMENT AMOUNT PAID TO THE SEC WILL BE CREDITED AGAINST THE DOJ DISGORGEMENT AMOUNT ASSESSED BY THE DOJ.
3. Date Initiated (MM/DD/YYYY):  
08/27/2018 ☒ Exact ☐ Explanation  
If not exact, provide explanation:
4. Docket/Case Number:  
EXCHANGE ACT RELEASE NO. 83948; ACCOUNTING AND AUDITING RELEASE NO. 3961; ADMINISTRATIVE PROCEEDING FILE NO. 3-18684
5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:  
No Product  
Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):  
ON AUGUST 27, 2018, THE SEC ISSUED AN ORDER THAT FOUND THAT LEGG MASON HAD VIOLATED SECTION 13(B)(2)(B) OF THE SECURITIES EXCHANGE ACT OF 1934 BY FAILING TO DEVISE AND MAINTAIN A SYSTEM OF APPROPRIATE INTERNAL ACCOUNTING CONTROLS WITH RESPECT TO THE USE OF INTRODUCING BROKERS AND OTHER INTERMEDIARIES IN EMERGING MARKETS, INCLUDING LIBYA, AND THAT IMPOSED A CEASE-AND-DESIST ORDER ON LEGG MASON WITH RESPECT TO ANY VIOLATIONS OR FUTURE VIOLATIONS OF SECTION 13(B)(2)(B). PREVIOUSLY, LEGG MASON HAD SUBMITTED AN OFFER OF SETTLEMENT IN CONNECTION WITH THE MATTER WHICH THE SEC DETERMINED TO ACCEPT. THE ORDER RESOLVED A FCPA INVESTIGATION CONCERNING THE ACTIVITIES OF LEGG MASON'S FORMER PERMAL BUSINESS IN CONNECTION WITH MANAGING ASSETS OF LIBYAN GOVERNMENTAL ENTITIES IN STRUCTURES ESTABLISHED BY A THIRD-PARTY FINANCIAL INSTITUTION. THOSE INVESTMENTS WERE MADE IN CALENDAR YEARS 2005-2007 AND ALL WERE TERMINATED BY 2012. THE MATTER DOES NOT RELATE TO ANY CURRENT BUSINESS ACTIVITIES OR CLIENT RELATIONSHIPS OF LEGG MASON OR ANY AFFILIATE, AND WAS FOCUSED ON THE ACTIONS OF FORMER PERMAL EMPLOYEES WHO LEFT THAT FIRM FOUR OR MORE YEARS AGO.
8. Current Status? ☐ Pending ☐ On Appeal ☒ Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:  
Order
11. Resolution Date (MM/DD/YYYY):  
08/27/2018 ☒ Exact ☐ Explanation  
If not exact, provide explanation:
12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

☐ Monetary/Fine Amount: \$  
☐ Revocation/Expulsion/Denial  
☐ Censure  
☐ Bar

☒ Disgorgement/Restitution  
☒ Cease and Desist/Injunction  
☐ Suspension

B. Other Sanctions *Ordered*:  
PREJUDGMENT INTEREST OF \$6,907,765 RELATING TO DISGORGEMENT AMOUNT OF \$27,594,729. SEPARATELY, ON JUNE 4, 2018 LEGG MASON AGREED TO PAY A PENALTY AND DISGORGEMENT TO RESOLVE A DOJ INVESTIGATION ARISING OUT OF THE SAME MATTER, AS DESCRIBED IN THE RESPONSE TO ITEM 2 ABOVE.  
Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:  
THE ORDER REQUIRED LEGG MASON TO PAY DISGORGEMENT OF \$27,594,729 AND PREJUDGMENT INTEREST OF \$6,907,765 TO THE SEC. THE SEC DID NOT IMPOSE ITS OWN PENALTY BASED UPON THE PENALTY PAID TO RESOLVE A DOJ INVESTIGATION ARISING OUT OF THE SAME MATTER, AS

DESCRIBED IN THE RESPONSE TO ITEM 2 ABOVE.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON AUGUST 27, 2018, THE SEC ISSUED AN ORDER THAT CONTAINED FINDINGS THAT LEGG MASON HAD VIOLATED SECTION 13(B)(2)(B) OF THE SECURITIES EXCHANGE ACT BY FAILING TO DEVISE AND MAINTAIN APPROPRIATE INTERNAL ACCOUNTING CONTROLS WITH RESPECT TO THE USE OF INTRODUCING BROKERS AND OTHER INTERMEDIARIES IN EMERGING MARKETS, INCLUDING LIBYA, AND THAT IMPOSED A CEASE-AND-DESIST ORDER ON LEGG MASON WITH RESPECT TO ANY VIOLATIONS OR FUTURE VIOLATIONS OF SECTION 13(B)(2)(B). PREVIOUSLY, LEGG MASON HAD SUBMITTED AN OFFER OF SETTLEMENT WHICH THE SEC DETERMINED TO ACCEPT. THE ORDER RESOLVED A FCPA INVESTIGATION CONCERNING THE ACTIVITIES OF LEGG MASON'S FORMER PERMAL BUSINESS IN CONNECTION WITH MANAGING ASSETS OF LIBYAN GOVERNMENTAL ENTITIES IN STRUCTURES ESTABLISHED BY A THIRD-PARTY FINANCIAL INSTITUTION. PURSUANT TO THE ORDER, THE SEC ORDERED LEGG MASON TO CEASE AND DESIST FROM COMMITTING OR CAUSING ANY VIOLATIONS AND FUTURE VIOLATIONS OF SECTION 13(B)(2)(B) OF THE SECURITIES EXCHANGE ACT OF 1934 AND TO PAY DISGORGEMENT OF \$27,594,729 AND PREJUDGMENT INTEREST OF \$6,907,765 FOR A TOTAL PAYMENT OF \$34,502,944. SEPARATELY, ON JUNE 4, 2018 LEGG MASON AGREED TO PAY A PENALTY AND DISGORGEMENT TO RESOLVE A DOJ INVESTIGATION ARISING OUT OF THE SAME MATTER, AS DESCRIBED IN THE RESPONSE TO ITEM 2 ABOVE.

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Are you exempt from delivering a brochure to all of your clients under these rules?

YesNo

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

| Brochure ID | Brochure Name                                       | Brochure Type(s)                                                                                                                    |
|-------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| 405476      | CLEARBRIDGE/LMPPG RETAIL CLIENT BROCHURE            | Individuals, Pension plans/profit sharing plans, Foundations/charities, Other institutional, Selection of Other Advisers/Solicitors |
| 405477      | CLEARBRIDGE INVESTMENTS (NORTH AMERICA) PTY LIMITED | Pension plans/profit sharing plans, Other institutional                                                                             |
| 421154      | CLEARBRIDGE/LMPPG RETAIL CLIENT BROCHURE            | Individuals, Pension plans/profit sharing plans, Foundations/charities, Other institutional, Selection of Other Advisers/Solicitors |
| 421155      | CLEARBRIDGE INVESTMENTS (NORTH AMERICA) PTY LIMITED | Pension plans/profit sharing plans, Other institutional                                                                             |

Part 3

| CRS                      | Type(s)            | Affiliate Info | Retire |
|--------------------------|--------------------|----------------|--------|
| <input type="checkbox"/> | Investment Advisor |                |        |

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939,

the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:

151223

**NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

ANNETTE KATHERINE GOLDEN

12/19/2025

Printed Name:

Title:

ANNETTE KATHERINE GOLDEN

DIRECTOR

Adviser CRD Number:

151223