

## Odeon Capital Advisors LLC

Revised March 22, 2024

### Form Customer Relationship Summary / Form ADV Part 3

#### I. Introduction

Odeon Capital Advisors LLC (hereinafter referred to as “OCA,” “we,” “us,” “the Firm,” or “our Firm”) is registered with the Securities and Exchange Commission (SEC) as an investment adviser.

Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

#### II. What investment services and advice can you provide me?

We offer investment advisory services (including investment management, wealth consulting and financial planning) to retail investors. In connection with those services you should consider the application of the following to retail investors:

OCA offers *discretionary* and *non-discretionary continuous* investment management services where the investment advice provided is tailored to meet your investment objectives, risk tolerance cash or income needs and any investment restrictions. If you have a discretionary relationship with us, we are not required to first consult with you before placing any specific order or obtain specific authorization from you for each specific transaction. Clients grant us discretionary authority by entering into agreement with us. For clients who do not grant us discretionary authority, they make ultimate decision regarding the purchase or sale of investments.

Once an investment portfolio is constructed, OCA will provide ongoing monitoring and rebalancing of the portfolio as changes in market conditions and the client’s circumstance may require. Our advice is generally limited to stocks, exchange traded funds, bonds, mutual funds, U.S. Treasuries, municipal securities, options, private funds and alternative investments.

OCA provides *non-discretionary* wealth consulting and financial planning services where we will work with clients to review their current financial position, stated goals and objectives and will make recommendations on how clients can manage their financial resources based on an analysis of their individual needs. We do *not* provide monitoring for wealth consulting and financial planning. If you are a wealth consulting or financial planning client, you will make the ultimate decision regarding whether or not to act on our recommendations.

OCA generally requires a minimum account balance of \$1,000,000 for our investment management services. From time to time, and after separate negotiations with the prospective client, we can agree to accept accounts with an initial balance below \$1,000,000. *For additional information about investing in our portfolio accounts*, please see Items 4 and 7 of our Firm Brochure.

**On February 12, 2024, OCA began providing discretionary management services to a private fund, Odeon Credit Strategies Fund, LP. Limited partnership interests in the Fund are available only to sophisticated retail investors who are “accredited investors” as defined in Regulation D under the Securities Exchange Act of 1934 and “qualified clients” within the meaning of the Investment Advisers act of 1940, or who are “qualified purchasers” as defined in section 3(c)(7)(a) of the Investment Company Act of 1940. (Generally the required minimum limited partnership interest in the Fund is \$1,000,000).**

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

#### III. What fees will I pay?

For “non-qualified” clients and “qualified” clients who do not wish to be charged a performance-based fee, OCA charges an annualized fee based on the client’s asset under management (“AUM”) in the range of **0.50% to 1.25%**, paid monthly in arrears. A “qualified” client includes an individual with at least \$1 million in AUM with us or an individual with a net worth of more than \$2.1 million, excluding the individual’s primary residence. These fees are subject to negotiations.

For qualified clients who wish to be charged a performance-based fee, OCA charges (1) an annualized fee up to **1%**, based on the client’s AUM, paid monthly in arrears and (2) an additional performance-based fee equal to **10% to 15%** of the accounts’ mark-to-market P&L, paid annually in arrears. The performance-based fee is subject to a Hurdle/Performance fee threshold provision under which net P&L must exceed the Hurdle/Performance Fee Threshold for the performance fee to be assessed. These fees are explained in detail in our Firm Brochure and any questions you have about them should be directed to your advisor. These fees are subject to negotiations.

OCA charges an hourly fee of **\$1,000** for wealth consulting and financial planning services.

The more assets there are in your advisory account, the more you will pay in fees, and OCA may therefore have an incentive to encourage you to increase the assets in your account. The more profits your investments make (and as a result the higher your account balance becomes), the more you will pay in fees. Because higher profit potential can correlate with higher risk to your assets, and because higher profits result in higher assets subject to our fees, OCA may have an incentive to encourage you to invest in risky assets. If you have any questions about the risk of any particular investment recommendation, ask your advisor for an explanation. For accounts billed on an hourly fee basis, the more time OCA spends on your account, the more you will pay in fees, and OCA

may therefore have an incentive to spend longer than usual time planning for your account. If you have any questions about any hourly charges, please ask your advisor for a complete explanation.

In addition to OCA's principal fees disclosed above, you will pay third-parties' custodian fees, account maintenance fees, fees related to mutual funds, exchange traded funds and private funds, and other transactional fees and product-level fees.

*You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.*

*For additional information **about investing in our portfolio accounts**, please see Item 4, 5, 7 & 8 of OCA's Firm Brochure.*

***For additional information about investing the Odeon Credit Strategies Fund, LP and the associated costs and fees involved, please refer to the Fund's 'Governing Documents' and Items 4, 5, 6, 7 and Item 8 of our Firm Brochure.***

**CONVERSATION STARTER:** *Ask your financial professional:*

*Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me? What are your legal obligations to me when acting as my investment adviser: How else does your firm make money and what conflicts of interest do you have? "When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means."* The more assets there are in your advisory account, the more you will pay in fees, and the firm may therefore have an incentive to encourage you to increase the assets in your account.

**Questions to ask:**

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

OCA and/or our advisors may invest in the same securities that are recommended to and/or purchased for you, and therefore we may have the incentive to trade ahead of you, as we have the advance knowledge of the trades we will place for you. To eliminate this conflict of interest, we will only trade for our own account after your trade(s) have been executed. In addition, we have adopted a compliance manual which establishes a number of restrictions, procedures and disclosures designed to address potential conflicts of interest.

*Additional Information:* We do have relationships and arrangements with another entity explained in Item 11 & 12 of our Firm Brochure.

**Brokerage Practices and Relationships.** Certain custodians make products or services other than execution available to us, including access to advanced account management technologies and compliance consultations, and we may therefore have the incentive to recommend that clients open and maintain accounts with these custodians. To avoid this conflict, we routinely review our brokerage practice seeking to fulfill our best execution obligation. Additionally, we are affiliated with and have common ownership with Odeon Capital Group LLC ("OCG"), a FINRA-registered broker-dealer. Some of our investment advisory representatives are also securities licensed with OCG. Because our advisors may receive commissions for trades executed through OCG on behalf of our advisory clients, there is a conflict of interest that incentivizes our advisors to execute trades through OCG. To address this conflict, all trades with OCG are evaluated to ensure that the fees charged are reasonable and that OCA continues to meet its best execution obligations.

**CONVERSATION STARTER:** *Ask your financial professional: "How do your financial professionals make money?"*

Our professionals are compensated based upon a portion of the advisory fees paid to OCA by their clients. Our professionals may also earn annual discretionary bonuses based on meeting certain criteria including: client retention, client referrals, new client assets under management, total assets under management and general firm profitability. Certain OCA partners are additionally paid from Firm profits. Our Firm receives no product sales commissions. Those of our advisors who are also securities-licensed with OCG receive commissions on securities transactions. Those activities are subject to reviews to ensure that any such commissions charged are reasonable and that OCA continues to meet its best execution obligations.

#### IV. Do you or your financial professionals have legal or disciplinary history?

No, neither our firm nor its investment adviser representative have any legal or disciplinary events to disclose. Free and simple search tools are available to retail investors who visit [www.Investor.gov/CRS](http://www.Investor.gov/CRS) to research our firm and financial professionals.

**CONVERSATION STARTER:** *Ask your financial professional: As a financial professional, do you have any disciplinary history? For what type of conduct?*

#### V. Additional Information

For additional information about our investment advisory services, please visit [www.odeonadvisors.com](http://www.odeonadvisors.com). If you would like additional, up-to-date information or a copy of this disclosure, please call 212-230-5880.

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