



## Item 1 – Cover Page

FEG Investors, LLC  
Form ADV Part 2A- June 29, 2016

201 East Fifth Street, Suite 1600  
Cincinnati, Ohio 45202  
513-977-4400  
[www.feg.com](http://www.feg.com)

This Brochure provides information about the qualifications and business practices of FEG Investors, LLC. If you have any questions about the contents of this Brochure, please contact us by phone at 513-977-4400 or by email at our website address [www.feg.com](http://www.feg.com), under the “contact us” section. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

FEG Investors, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about FEG Investors, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)



## Item 2 – Material Changes

This Brochure, dated June 29, 2016 is prepared according to the SEC's requirements and rules. Material and non-material changes to this ADV Part 2A since the last annual update on June 29, 2015 are listed below. Any material changes in the future will also be reported in this section.

- Effective November 18, 2015, Julie T. Thomas, CPA, IACCP became Chief Compliance Officer of the firm. Julie replaced John F. Labmeier, the firm's General Counsel, who was acting CCO during the period from August 24, 2015 to November 18, 2015. John was named acting CCO with the departure of Maureen Kiefer Goldenberg who left the firm to join another advisory firm.
- Item 8 – Enhanced our risk disclosures.
- Item 11 – Enhanced our Code of Ethics disclosure.

Pursuant to SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Julie T. Thomas, Chief Compliance Officer at 513-977-4400 or [jthomas@feg.com](mailto:jthomas@feg.com). Our Brochure is also available on our web site [www.feg.com](http://www.feg.com), free of charge.

Additional information about the FEG Investors, LLC is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with FEG Investors, LLC who are registered, or are required to be registered.

### Item 3 -Table of Contents

Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-By-Side Management	5
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics	8
Item 12 – Brokerage Practices	9
Item 13 – Review of Accounts	10
Item 14 – Client Referrals and Other Compensation	10
Item 15 – Custody	11
Item 16 – Investment Discretion	11
Item 17 – Voting Client Securities	11
Item 18 – Financial Information	11

## **Item 4 – FEG Advisory Business**

FEG Investors, LLC (referred to hereafter as the “Manager”) was formed in 2008 and is a majority owned subsidiary of Fund Evaluation Group, LLC (“FEG”). The Manager provides investment advisory services to two hedge fund of funds – FEG Absolute Access Fund, LLC and Directional Access Fund, LLC (“Funds”). These services include portfolio management services, managing the Funds' investing activities, assisting the Funds generally in the conduct of their business, maintaining or causing to be maintained necessary books and records of the Funds, and rendering services on behalf of the Funds (not otherwise provided by third parties) necessary for the Funds' operations. Subject to the Funds’ Board of Directors' oversight, the Manager has agreed, among other things, to make investment decisions and provide a program of continuous investment management for the Funds.

FEG Absolute Access Fund, LLC and Directional Access Fund, LLC are federally registered investment companies subject to the regulatory requirements under the Investment Company Act of 1940.

The Funds were designed to provide investors the opportunity to gain exposure with a smaller minimum investment than would be required to invest directly with institutional quality hedge fund managers. The Funds capitalize on the experience of the FEG’s principals with evaluating and recommending to clients, non-traditional investment funds (i.e. hedge funds) by creating a fund of funds product. The Manager manages the Funds’ trading and investing activities by allocating capital among a number of independent investment advisors (“Portfolio Managers”) acting through pooled investment vehicles and/or managed accounts (collectively, “Portfolio Funds”)

Investors in the Funds should refer to the applicable Private Placement Memorandum and Offering Documents for further information.

As of March 31, 2016, the Manager provided investment supervisory services to approximately \$483 million dollars of assets under management.

## **Item 5 – Fees and Compensation**

The management fee is based on a percent of assets under management at a .85% annualized rate. The management fee is paid monthly in arrears.

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

The Manager does not charge any performance-based fees.

## **Item 7 – Types of Clients**

The clients of the Manager are FEG Absolute Access Fund, LLC and FEG Directional Access Fund, LLC, both federally registered investment companies.

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

The Manager's investment objective is to offer alternative vehicles to help diversify client portfolios. The Manager was formed to capitalize on the experience of FEG's principals with evaluating and recommending to investors, non-traditional investment funds (i.e., hedge funds) by creating fund-of-funds products which offer professional portfolio manager due diligence, selection and monitoring, consolidated reporting, risk monitoring and access to portfolio managers for a smaller minimum investment than would be required for direct investment.

### **Manager Selection**

Proper portfolio manager sourcing is a key component to a successful research effort. Each analyst is expected to actively source and seek out top tier managers.

Portfolio managers are sourced in a variety of ways including:

- Direct solicitation
- Industry databases
- Fund-of-Fund managers
- Clients
- Select placement agents
- Other limited partners
- Industry news
- Conferences

The Manager believes that it is able to gain access and capacity with premier funds that may be closed to other investors due to the desired client base of FEG, its parent company. If proper sourcing is done, the analyst should already be starting from a position of strength by beginning the comprehensive due diligence process with an institutional quality manager.

## **Due Diligence**

Prior to allocating assets to a Portfolio Manager, the Manager conducts extensive qualitative and quantitative due diligence on potential Portfolio Managers and generally conducts on-site visits (which include meetings with a Portfolio Manager's investment, operations and risk management professionals). The Manager will review and evaluate a Portfolio Manager's investment strategies and investment process, performance record, stability of organizational structure and team of investment professionals (including firm history and ownership, employee and client retention and turn-over) and fee structure. The Manager seeks to understand the Portfolio Manager's sourcing and evaluation of investments, including the relationship of investments to each other in the portfolio and exit strategies with respect to such investments. The Manager also seeks to understand the Portfolio Manager's compliance, risk management, valuation and other "back office" policies and procedures. The Manager will review and evaluate the audited financial statements of the Portfolio Manager's funds. All initial Portfolio Manager allocations are approved by the Manager's Investment Policy Committee. Once the Manager allocates assets to a Portfolio Manager, the Manager begins the ongoing monitoring process, which includes receiving and reviewing performance updates and maintaining a continuing dialogue with the Portfolio Manager.

## **Risk of Loss**

The purchase of interests in hedge funds is speculative and involves a high degree of risk. There can be no assurance that the Funds' objectives will be achieved or that investors in the Funds will not incur losses.

Summarized below are certain important risks for clients and prospective clients to consider.

- *Non-Diversified Status:* The Funds are "non-diversified" under the Investment Company Act. That means that the Funds are not subject to limitations under the Investment Company Act on the percentage of asset that may be invested in the securities of any one issuer, market segment or portfolio fund. The Funds' net asset values may therefore experience greater volatility. This policy gives the Funds more flexibility in the obligations of a single borrower or issuer than if it were a "diversified" fund.
- *Illiquid Securities of Underlying Investments:* The Portfolio Funds in which the Funds invest are unregistered and interests therein are subject to legal or other restrictions on transfer. It may be impossible for the Fund to withdraw its interests in such Portfolio Funds when desired or to realize their fair value in the event of such withdrawals. Certain Portfolio Funds may permit withdrawals only on a semi-annual, annual, or less frequent basis or be subject to "lock-ups" (where investors are prohibited from withdrawing their capital for a specified period following investment in such fund) and/or "gates" (where withdrawal at any given withdrawal date is restricted to a specified

percentage of the Portfolio Fund's assets). The Manager has no control over the liquidity of the Portfolio Funds and depends on the Portfolio Managers to provide valuations as well as liquidity in order to process repurchases.

- *Equity Securities Investing:* The Portfolio Managers' investments in equity securities may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with resulting fluctuations in the relevant Portfolio Fund's profits and losses.
- *Management Risk:* Actively managed strategies are subject to management risk. The Manager's portfolio managers apply investment techniques and risk analyses in making investment decisions, but there can be no guarantee that these techniques will produce the desired results. Additionally, the investments selected by the portfolio managers may underperform the markets in general, the account's benchmark and other accounts with similar investment objectives.
- *Data Sources Risks:* FEG uses external software applications to analyze performance attribution and to assist in investment decision making or investment research. As a result, if information that FEG receives from a third party data source is incorrect, FEG may not achieve the desired results. Although FEG has found the third party data sources to be generally reliable, FEG typically receives these services "as is" and cannot guarantee that the data received from these sources is accurate.
- *Technology and Cyber Security Risks:* The Manager depends heavily on telecommunication, information technology and other operational systems, whether the Manager's or those of others (e.g., custodians, transfer agents and other parties to which the Manager outsources the provision of services or business operations). These systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond the Manager's control. Further, despite implementation of a variety of risk management and security measures, the Manager's information technology and other systems, and those of others, could be subject to physical or electronic break-ins, unauthorized tampering or other security breaches, resulting in a failure to maintain the security, availability, integrity and confidentiality of data assets. Technology failures or cyber security breaches, whether deliberate or unintentional, including those arising from use of third-party service providers, could delay or disrupt our ability to do business and service our clients, harm our reputation, result in a violation of applicable privacy and other laws, require additional compliance costs, subject us to regulatory inquiries or proceedings and other claims, lead to a loss of clients and revenues or financial loss to our clients or otherwise adversely affect our business.
- *Risks Related to Regulation:* Laws and regulations affecting our business change from time to time, and we are currently operating in an environment of significant regulatory reform. We cannot predict the effects, if any, of future legal and regulatory changes on our business or the services we provide.

Investors should refer to the applicable Private Placement Memorandum and Offering Documents for further information concerning risks.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the Manager or the integrity of its management. The Manager has no information applicable to this item.

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

The Manager is affiliated with the following entities who all share the same principal address at 201 East Fifth Street, Suite 1600, Cincinnati, Ohio 45202:

- Fund Evaluation Group, LLC- a federally registered investment adviser
- FEG Private Investors, LLC- a federally registered investment adviser
- FEG POF, LLC- the general partner of the FEG Private Opportunities Fund, L.P. and FEG Private Opportunities Fund III, L.P.
- FEG POF II, LLC- the general partner of the FEG Private Opportunities Fund II, L.P.
- FEG Private Opportunities Fund II, L.P.- an unregistered private fund of funds
- FEG Private Opportunities Fund, LP, an unregistered private fund of funds
- FEG Private Opportunities Fund III, L.P.- an unregistered private fund of funds
- FEG Absolute Access Fund LLC- a federally registered investment company
- FEG Absolute Access Fund I, LLC- a federally registered investment company
- FEG Equity Access Fund Ltd- an unregistered hedge fund of funds
- FEG Directional Access Fund LLC- a federally registered investment company
- FEG Private Opportunities AIV, LLC- a Delaware limited liability company
- FEG Private Opportunities II AIV, LLC- a Delaware limited liability company

#### **Conflicts of Interest Disclosure**

FEG has established a Conflicts of Interest policy to help mitigate potentially perceived conflicts as a result of some directors or officers who may also serve as officers or directors of affiliated entities.

### **Item 11 – Code of Ethics**

#### *General*

The Manager maintains a Code of Ethics as required by applicable SEC rules. The Manager's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients, requiring



employees to put client interests ahead of our own and disclose actual and potential meaningful conflicts of interest. The Code of Ethics incorporates our insider trading policies and personal trading policies that are described in greater detail below. All officers, partners and employees of the Manager are deemed to be “Access Persons” and are subject to the Code of Ethics. All Access Persons are required to report any violation of the Code of Ethics promptly to our Chief Compliance Officer.

A complete copy of the firm’s Code of Ethics is available upon request to the Chief Compliance Officer at the Manager’s principal address.

#### *Policy on Insider Trading*

The Manager’s Code of Ethics includes the firm’s policy prohibiting the use of material non-public information (MNPI). Our policies require our employees to immediately report the receipt of potential MNPI to the compliance and legal department. The Manager does not typically receive MNPI, however, if it receives such information, appropriate procedures are followed to establish a restricted or watch list. Any transaction in an issuer on the restricted list must be reviewed and approved by our compliance department.

#### *Personal Trading Policy*

Access Persons of the Manager may buy or sell securities for their personal accounts identical to or different than those recommended to clients. It is the express policy of the Manager that no person employed by The Manager shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

The Manager requires all Access Persons to provide annual securities holdings reports and quarterly transaction reports to the Manager’s Chief Compliance Officer. Additionally, the Manager requires such Access Persons to obtain approval from the Chief Compliance Officer prior to investing in any IPO’s, private placements (limited offerings), or ETFs in excess of \$10,000.

The Manager requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. The Manager’s Chief Compliance Officer shall determine whether or not the Code of Ethics has been violated and recommend disciplinary action where appropriate.

### **Item 12 – Brokerage Practices**

The Manager does not utilize brokers in executing portfolio transactions or participate in soft dollar arrangements.

## **Item 13 – Review of Accounts**

The Manager's portfolio managers will receive and review monthly and quarterly performance updates and maintain an ongoing dialogue with Portfolio Managers. The Manager's Investment Policy Committee (IPC) will also meet quarterly to discuss portfolio performance and composition.

### **Review and Monitoring**

All portfolio manager allocations are approved by the Manager's IPC, which is comprised of three senior professionals of FEG and a senior member of InterOcean. Once the Manager allocates assets to a Portfolio Manager, the Manager begins the ongoing monitoring process, which includes receiving and reviewing performance updates and maintaining an ongoing continuing dialogue with the portfolio manager.

The Manager may terminate a Portfolio Manager for a variety of reasons, which may include lack of performance, asset growth, style drift, decline of institutional controls and key personnel departures. The Manager may also terminate a Portfolio Manager to allocate assets to another portfolio manager that the Manager considers a more attractive investment opportunity for the Funds. All Portfolio Manager terminations are approved by the Manager's IPC.

### **Reporting**

The Fund administrator, acting at the discretion of the Manager will send any investors in the Funds, a monthly statement reflecting their balance, activity/transactions and performance of the individual capital accounts. The Manager will also send investors a quarterly narrative, market commentary summarizing performance of the underlying Portfolio Managers.

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

The Manager, Sub-Adviser and/or their affiliates may make payments to selected affiliated or unaffiliated third parties from time to time in connection with the distribution of interests and/or the servicing of members and/or the Fund. These payments will be made out of the Manager's, Sub-Adviser's and/or affiliates' own assets and will not represent an additional charge to the Fund. The amount of such payments may be significant in amount and the prospect of receiving any such payments may provide such third parties or their employees with an incentive to favor sales of interests of the Fund over other investment options. Contact your financial intermediary for details about revenue sharing payments it receives or may receive.

InterOcean Capital, LLC, an investment adviser registered under the Investment Advisers Act of 1940, serves as sub-adviser to the Funds. The sub-adviser participates by appointing a member to the Manager's IPC, thereby assisting in providing for oversight of the Manager's investments, approving investment fund selection recommendations, and reviewing other matters that come before the Manager.

The Manager will compensate the sub-adviser with a fee equal to 10% of FEG Investors, LLC of any management fee received by the Manager from the Funds, on a monthly basis, for as long as the Agreement is in effect.

### **Item 15 – Custody**

The Manager may be deemed to have custody over the FEG Equity Access Fund, Ltd, a non-registered investment company under the Investment Company Act of 1940 because certain of the principals of the Manager serve on the board of directors of that entity. With respect to FEG Equity Access Fund, LTD, the Manager complies with Rule 206(4)-2 by delivering US GAAP audited financial statements within 180 days of each fiscal year end.

### **Item 16 – Investment Discretion**

The Manager has discretionary authority pursuant to the advisory agreement. Such discretion is to be exercised in a manner consistent with the stated investment objectives for the Funds. Investors should refer to the Private Placement Memorandum or the Offering Documents for further information.

### **Item 17 – Voting Client Securities**

The Manager will accept discretionary authority over the client's proxy voting. The Manager may utilize a third party service provider for voting proxy matters. In voting proxies, the Manager will vote strictly in accordance with the best interest of the beneficiaries and in light of the purpose for which each individual account was created.

### **Item 18 – Financial Information**

The Manager is required to provide you with certain financial information or disclosures about the Manager's financial condition. The Manager has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.