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This Brochure provides information about the qualifications and business practices of Bares Capital Management, Inc. If you have any questions about the contents of this Brochure, please contact us at 512-542-1083. 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.

Bares Capital Management, Inc. is an Investment Adviser registered with the United States Securities and Exchange Commission. Registration of an investment adviser does not imply any level of skill or training. Additional information about Bares Capital Management, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

Bares Capital Management, Inc. (“BCM”) reports the following material changes to this Brochure since our last update on March 31, 2024.

During 4Q 2024, we made a strategic business decision to close BCM Small-Cap and focus on our other strategies. Most or all remaining clients in the BCM Small-Cap Strategy will transition to the Mid/Large-Cap strategy.

BBH Trust, the Trust to the BBH Partner Fund – Small Cap Equity, upon recommendation of its Board of Trustees, approved the liquidation of the fund. BCM no longer serves as the sub-adviser to the fund.

Bares Capital Management, Inc, the investment adviser to the BCM Focus Small/Micro Cap Fund, a series of the BCM Focus Fund, recommended the liquidation of the fund at a meeting of the Board of Trustees. After careful consideration, the Board of Trustees unanimously approved a proposal to liquidate the BCM Focus Small/Micro Cap Fund in the best interest of its shareholders and the Fund. As of October 2024, the fund has been fully liquidated.

Section 2B of the Brochure Supplement has been updated to remove Benjamin Huang, as he is no longer employed by BCM.

BCM will provide clients with a summary of any material changes to this Brochure since our last annual update within 120 days of the close of BCM’s fiscal year end. BCM will provide additional interim disclosure about material changes, in accordance with Form ADV instructions. Additional information about BCM is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with BCM who are registered, or are required to be registered, as investment adviser representatives of BCM.

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## Item 4 – Advisory Business

### **Bares Capital Management, Inc.**

Bares Capital Management, Inc. (“BCM”) was founded in 2000 by Brian T. Bares. The firm, located in Austin Texas, was originally registered with the States of Texas and Nebraska due to the amount of assets under management. In 2005 as assets under management passed \$30 million, BCM became a registered investment adviser with the SEC. BCM is entirely owned by the principals of the firm, of which Mr. Bares is the only owner of 25% or more of the firm.

BCM provides investment management services predominantly for institutional, pooled investment vehicle, family office clients, a small subset of high-net-worth individuals, and trust programs. We manage our client accounts in a long-only concentrated Mid/Large-Cap equity strategy. In this strategy we invest in the equity of publicly traded companies predominantly domiciled in the United States. Our typical client in this strategy utilizes a number of other managers that specialize in different investment strategies from ours. This diversification at the manager level alleviates us from the need for a diversified portfolio in the traditional definition and allows us to remain invested in 8-12 of our best investment ideas in the Mid/Large-Cap portfolio. We also offer a less concentrated version of the strategy mentioned above, called Mid/Large-Cap Extended strategy. In this strategy we hold 15-20 stocks. Additionally, we manage a global concentrated equity strategy for a single client. This strategy is not actively marketed.

As a manager of separate accounts, we have the ability to accommodate certain client-specific investment guidelines. Some clients have added Environmental, Social and Governance criteria, and others have specified maximum position size limits. These minor accommodations allow clients a certain level of account customization while still leveraging our existing investment and operational processes.

We identify candidates for investment using fundamental research. We consider the financial condition of the candidate as well as qualitative factors relevant to the future performance of the candidate. Our qualitative research focuses on the competitive aspects of the business under consideration and an evaluation of management capability.

In performing its services BCM is not required to verify any information received from the client or from the client’s other professionals. The investment advice we offer is limited to the equity or debt of publicly traded companies, mutual funds, and exchange traded funds we invest in. We do not offer tax planning advice or financial planning services. Clients have the right to impose restrictions on investing in certain securities or types of securities. This must be done in writing and be signed by the client and BCM. We will, no less than annually, send clients a market commentary that will generally include opinions and

outlooks for specific investments or the market in general. This commentary will usually accompany one of the periodic quarterly portfolio statements.

BCM does not sponsor or participate as a manager in any wrap fee program. Assets under management of BCM are held by independent custodians, including Charles Schwab, State Street, or others, in the client's name. We do not act as a custodian of client assets, although we are at times considered by the SEC to technically have "custody" over certain accounts held at independent custodians. This occurs primarily because we are typically given authority to deduct management fees directly from client accounts. We will generally have discretionary authority over client accounts when implementing the investment strategy. See Item 16 Investment Discretion for more information about BCM's discretionary authority.

As of October 31, 2024, BCM managed \$1,167,367,039 in regulatory assets under management, all on a discretionary basis.

### **Item 5 – Fees and Compensation**

BCM's investment management fees are generally calculated as a percentage of the assets under management within each client account. All fees are subject to negotiation.

The specific manner in which fees are charged by BCM is established in a client's written agreement with us. BCM will generally bill its fees on a quarterly basis. In most cases we bill clients in arrears but in some cases, we bill clients in advance of the calendar quarter. BCM has in some cases the authority to directly debit fees from client accounts, but in most cases, we bill clients directly for management fees. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable, based on the number of days in the period for which BCM acted as investment manager for the account.

BCM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients will incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees, and commissions are exclusive of and in addition to BCM's fee, and BCM shall not receive any portion of these commissions, fees, and costs.

The concentrated Mid/Large-Cap and Mid/Large-Cap Extended strategies have a fee structure of 0.50% of assets under management per annum. Both Mid/Large-Cap

Strategies' minimum account size is \$20 million. Fees are negotiable based on a range of factors, including relationship dynamics, capital commitment and the resources necessary for BCM to effectively serve client objectives and service requirements.

Neither BCM nor its employees accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

If this Brochure is being delivered at the time of signing the contract, the client has the right to terminate the investment advisory agreement without penalty within five business days after entering into the contract. Otherwise, the client may terminate the investment advisory agreement by written notice to BCM. If the agreement contains a notice period for termination, BCM may waive such period at its discretion. BCM will cease billing its investment management fee upon receipt of written notice of account termination from the client or the client's authorized representative. A prorated billing amount will be applied to the closing value of the account (cash and securities holdings) on the day prior to the effective date of termination. If the client directs BCM to liquidate the account following the date of termination, we will do so in an orderly fashion, market conditions permitting, in a manner and timeframe deemed appropriate by BCM in its discretion, in accordance with client instructions. BCM will not charge an investment management fee during the terminated account liquidation period, although terminating clients will be responsible to pay any commissions, exchange fees, trade-level fees, or other costs incurred during the liquidation period. Liquidation of terminated account holdings is managed by the Trader, as directed by the designated Portfolio Manager, in accordance with BCM's investment and trading policies and procedures.

Item 12 Brokerage Practices further describes the factors that BCM considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

BCM charges performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) for at least one client. The CCO is responsible to ensure that BCM structures the performance or incentive fee arrangement in full compliance with Section 205(a)(1) of the Advisers Act in accordance with the available exemptions there under, including the exemption set forth in Rule 205-3. In measuring client assets for the calculation of performance-based fees, BCM shall include realized and unrealized capital gains and losses. Performance based fee arrangements create an incentive for BCM to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. BCM has procedures designed and

implemented to ensure that all clients are treated fairly and equitably, and to prevent this conflict from influencing the fair allocation of investment opportunities among clients.

### **Item 7 – Types of Clients**

BCM provides portfolio management services to charitable institutions, foundations, private funds, endowments, and other institutional accounts. BCM manages a small subset of high-net-worth individual accounts and trust programs.

The minimum investment in our concentrated Mid/Large-Cap and Mid/Large-Cap Extended strategies is \$20 million. BCM retains the discretion to waive account minimums.

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

#### **Methods of Analysis**

In our concentrated strategies, BCM identifies candidates for investment using fundamental research. Our research style is most often considered bottom-up, in that we focus on the individual company more than the general state of the economy or overall price to value ratio of the equity markets. We consider the financial condition of the candidate as well as qualitative factors relevant to the future performance of the candidate. Our qualitative research focuses on the competitive aspects of the business under consideration and an evaluation of management capability. Since we take a long-term view of financial performance, clients should note that we are not “market timers” and do not buy and sell securities because we think the markets in general are undervalued or overvalued. Our primary focus is on individual securities and their prospects over multi-year periods.

#### **Investment Strategies**

In our concentrated strategies we invest in the equity of publicly traded companies predominantly denominated in the United States. BCM has a preference for companies that: (1) are easy to understand; (2) are not overly reliant on financial leverage for their success; (3) sell products or services that are differentiated; (4) have limited or rational competitors; (5) have ample opportunity to reinvest within their existing business; and (6) allocate capital in the best interests of shareholders. We do not purchase derivatives, use leverage, or take short positions in publicly traded companies.

#### **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. We outline below important risks associated with a relationship with BCM.

### ***General Risks***

It is important that clients understand that risk of loss must generally be assumed in order to achieve long-term investment objectives. We do not offer any guarantee that the strategies we recommend and/or employ within client portfolios will produce desired results or avoid loss. Investing money in the financial markets carries with its numerous risks.

Stock and bond markets fluctuate substantially over time with changes in the economy and demand for particular products or services. Equity investments in smaller companies involve added risks such as limited liquidity and greater fluctuation than that experienced by larger companies, which may impact our ability to sell these investments at a fair and competitive price in a timely manner. Clients for whom we manage fixed-income securities face interest rate risk, which is the risk that changes in interest rates will adversely affect the value of an investor's portfolio. For example, when interest rates rise, bond prices fall. When interest rates fall, bond prices generally rise, while reinvestment rates (the rates at which maturing bonds and interest payments are reinvested) fall.

Relative to fixed-income securities and dividend-paying securities, clients face inflation risk, which means that increases in the prices of goods and services, and therefore the cost of living, reduce consumer purchasing power.

Clients may face currency risk, which is evident due to the free-floating mechanism present in global foreign exchange markets. With a few notable exceptions, the value of most global currencies freely floats against one another. U.S. companies and portfolios with non-dollar exposure directly assume foreign exchange risk.

Clients face business risk which is the risk that the business plan of a publicly held company is poorly conceived or poorly executed by senior management, or that the company fraudulently misleads the investment community as to its financial condition, either historically or prospectively.

Clients face liquidity risk, which is evident when investors do not have full access to their funds and/or when assets cannot be converted into cash on a timely basis according to normal market settlement standards. Liquidity risk is generally higher for small capitalization stocks, alternative assets, and private placement securities.

Clients face volatility risk; financial markets and the value of investments fluctuate substantially over time, which may lead to losses in the value of client portfolios, especially in the short run.



### ***Concentration of Holdings***

Although BCM has adopted informal guidelines for portfolio diversification, those guidelines are subject to change. At any given time, it is therefore possible that BCM may select positions that are concentrated in a particular market or industry or in a limited number or type of securities. Limited diversity could expose client portfolios to losses disproportionate to general market movements if there are disproportionately greater adverse price movements in those positions. Since client portfolios will not necessarily be widely diversified, portfolios are often subject to more rapid changes in value than would be the case if client portfolios were required to maintain broad diversification among sectors, industries, companies, securities, and types of securities.

### ***Implementation Risk***

Although BCM may seek to implement a portfolio management strategy on the basis of sound investment practices, market conditions may not permit the successful implementation of such a strategy. For example, the Portfolio Manager may receive Investment Committee authority to double the size of a particular equity security but be unable to do so because there is no market liquidity available to accumulate the shares of the security. Implementation risk is most likely to occur in accounts that hold small cap securities and is generally caused by factors out of BCM's control.

### ***Non-Controlling Investments***

BCM will typically make non-controlling investments and, therefore, may have a limited ability to protect its investments and may be adversely affected by actions taken by the majority equity holders of the portfolio companies in which it invests.

### ***Information Technology Systems***

BCM's operations depend on information technology systems of the firm and of third parties, including securities exchanges, market counterparties, broker-dealers, custodians, and other service providers. BCM relies on such systems to trade, clear, and settle securities and other transactions, assess investment opportunities, and monitor and control risks for the firm and conduct other operational functions. Defects, failures, or interruptions of such systems could have a material adverse effect on client portfolios, including a failure or delay in trade execution or confirmation, inaccuracies in reporting, and inability to monitor the portfolio. Although BCM has adopted data protection and recovery policies, there can be no guarantee that such policies will adequately protect against losses in the event of a system malfunction.

### ***Cybersecurity***

Like all systems, BCM systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, and power outages. Although BCM implements various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time, or cease to function properly, BCM will likely incur time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or incident response plans could cause interruptions in BCM's operations and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to clients. Such a failure could harm BCM's reputation or otherwise affect its business and financial performance. To mitigate these risks, BCM implements a cybersecurity program which endeavors to evolve as cyber threats evolve.

### **COVID-19 and Pandemics**

Occurrences of epidemics or pandemics, depending on their scale, may cause different degrees of damage to national and local economies. Global economic conditions may be disrupted by widespread outbreaks of infectious or contagious diseases, and such disruption may adversely affect the returns of client portfolios. For example, the continuing spread of COVID-19 (also known as novel coronavirus or coronavirus disease 2019) may have an adverse effect on the value, operating results, and financial condition of some or all of the companies in your portfolio. The progress and outcome of the COVID-19 outbreak remains uncertain and may result in significant adverse consequences to the global economy.

Please note this list is intended to highlight primary risks of investing assets with BCM but does not capture all such 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 BCM or the integrity of BCM's management. BCM has no information applicable to this Item.

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

Neither BCM nor its management persons are registered as, and does not have an application pending as, a securities broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor.

Certain owners of BCM are also owners of registered investment adviser Nine Ten Capital Management LLC. Although the advisers technically meet the definition of “affiliates” on the basis of ownership, the advisers maintain separate businesses, physical locations, and operations. Furthermore, the advisers do not share supervised persons. Certain owners of BCM maintain an ownership stake in Nine Ten GP LP, which is the general partner of a private fund sponsored and managed by Nine Ten Capital Management LLC. The private fund is not a client of BCM.

The owners of BCM maintain an ownership stake in Mission Trail GP LP, which is the general partner of a private fund managed by Mission Trail Capital Management, LLC. The private fund is not a client of BCM.

BCM may, from time to time, pay marketing agents to promote BCM’s investment strategies. The management fee we charge will not be higher because of the fees paid to solicitors. At the present time, BCM has no solicitation arrangements in place with third parties.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Code of Ethics and Fiduciary Duty**

BCM has adopted a code of ethics (“Code of Ethics”) that sets forth standards of conduct that are expected of employees and addresses conflicts that arise from personal trading conducted by BCM’s “access persons,” as that term is defined in Rule 204A-1 under the Advisers Act. The Code of Ethics defines the expectation and requirement of professional and ethical conduct by all employees in accordance with BCM’s fiduciary duty.

The Code of Ethics contains policies and procedures relating to: (a) standards of conduct including outside business activities; (b) personal trading; (c) insider trading prevention; and (d) gifts and entertainment. Employees must affirmatively agree to abide by the terms of the Code of Ethics. Employees who fail to honor the Code of Ethics will be in violation of SEC Rule 204A-1 and subject to disciplinary sanctions which may include termination from BCM’s employ.

### **Standards of Conduct**

BCM’s standards of conduct are designed to ensure that its clients, investors, employees and BCM itself are protected from unethical and unprofessional conduct. BCM has policies to, among other things:

- ◆ Govern outside business activities of employees
- ◆ Govern employee service as an officer, director, or partner in any other entity
- ◆ Monitor employee ownership interests in any non-publicly traded company or other private investments

- ◆ Protect confidential information
- ◆ Facilitate compliance with federal and state securities statutes

### **Personal Trading**

Employees are permitted to have personal securities accounts as long as personal investing practices are consistent with fiduciary standards and regulatory requirements, and do not conflict with their duty to BCM and its clients. BCM monitors and controls personal trading through:

- ◆ Pre-approval of all personal securities transactions
- ◆ Blackout periods imposed upon employees trading in the same securities as BCM. BCM's Blackout period is defined as the same business day(s) that securities are purchased or sold for client accounts.
- ◆ Receipt and review of personal securities holdings and transactions reports.

### **Insider Trading Prevention**

BCM prohibits all employees from illegally acting on, misusing, or disclosing any material nonpublic information, also known as "inside information". BCM monitors risks associated with inside information by:

- ◆ Providing periodic employee education and training
- ◆ Authorizing and monitoring employee service on boards of public companies
- ◆ Monitoring and restricting personal trading of employees and certain household members
- ◆ Maintaining a compliance program to monitor employee activity and control information

### **Gifts and Entertainment**

As a fiduciary, BCM strives to place client interests first and foremost. BCM's compliance policies and procedures are designed to ensure that the fiduciary standard of care is evident in all interactions with and on behalf of clients. BCM's compliance policies implement internal controls which address a number of business practices including the giving and receipt of gifts and entertainment. These controls include, among others:

- ◆ Requiring employees to report gifts and entertainment above certain thresholds
- ◆ Limiting the dollar value of gifts
- ◆ Monitoring entertainment activities

### **Participation or Interest in Client Transactions**

BCM and/or the firm's employees hold, purchase, and sell securities that are also held, purchased, or sold by our clients. Many of our clients prefer that we have some "skin in the

game” and invest our personal accounts in the same securities that we purchase for their accounts. We may not own all of the securities that our clients own, and we do own securities that we have not purchased for client accounts, but clients should be aware of this conflict. In addition to our Code of Ethics requirement to prioritize the securities transactions of our clients before those of our own, we also have internal rules and policies that are designed to assure that the personal securities transactions, activities, and interests of the access persons of BCM will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing access persons to invest for their own accounts.

Under our internal policies certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of BCM’s clients. In addition, our internal policies require pre-clearance of all non-exempt transactions and restrict trading until the day following the completion of client trading activity in that particular security. Nonetheless, because our internal policies permit access persons to invest in the same securities as clients, there is a possibility that we might benefit from market activity by a client in a security held by an access person. Access person trading is continually monitored by our Chief Compliance Officer in an attempt to reasonably prevent conflicts of interest between BCM and our clients.

The Adviser will provide its Code of Ethics to any current or prospective client upon request. To obtain a copy, please contact James S. Bradshaw, Chief Compliance Officer, at (512) 542-1083 or [jbradshaw@barescapital.com](mailto:jbradshaw@barescapital.com).

### **Agency Cross Transactions**

BCM does not generally engage in agency cross transactions for its advisory clients. An agency cross transaction is where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Pursuant to Rule 206(3)-2, BCM will not knowingly engage in such agency cross transactions without prior consent of the advisory clients involved in such transactions. From time to time, BCM initiates discretionary purchases for clients in the same securities as are being sold as a part of client directed cash raisings, tax sales, or liquidations. BCM seeks to use different price limits or trading venues to mitigate the possibility of securities being inadvertently purchased and sold between BCM client accounts that trade at the same broker.

Financial institutions must comply with legislation governing the privacy of their clients’ information. Except when required by law, it is BCM’s policy to never share individual client information with any entity outside the firm without the client’s permission, unless such sharing is required for BCM to meet its contractual obligations to its clients. The only time information is shared about accounts is when the client has made the information

publicly available, the information is shared with authorized parties acting at BCM's direction to serve client interests, or we report or advertise performance numbers in aggregate groupings of similarly managed accounts without revealing the specifics of an individual account. Additionally, it is a firm policy that violation of the confidentiality of client account information by employees, third party marketers, interns, or any other access persons of BCM is grounds for termination.

## **Item 12 - Brokerage Practices**

### **Selection of Custodians and Broker-Dealers**

All BCM client assets are maintained in a separate account at a qualified custodian. Most of our institutional clients inform us of their preference of custodian. In some cases, BCM recommends discount brokerage firms to custody our individual client accounts. We recommend custodians based on the proven integrity and financial responsibility of the firm, best execution of orders at reasonable commission rates, and the quality of client service. Custodians will hold your assets in a brokerage account and buy and sell securities when we instruct them to do so. BCM is independently owned and operated and is not affiliated with any custodian or broker-dealer. BCM does not receive fees or commissions from any of these arrangements, although we do receive soft dollar benefits such as electronic delivery of client information, access to electronic trading platforms, proprietary and/or third-party research, continuing education, practice management advice, and other services provided by custodians for the benefit of clients. See further discussion of soft dollars below.

BCM clients are responsible for all brokerage transaction costs and fees. In some cases the custodian of your assets has a set schedule of transaction costs and fees that are non-negotiable. Some custodians offer lower transaction costs for larger accounts or no commissions when trading online, but these discounts are determined by the custodians, not BCM.

### **Best Execution**

In all transactions on behalf of clients we seek what is referred to as "best execution." The SEC defines this as the execution of securities transactions for clients in such a manner that the client's total costs or proceeds in each transaction are the most favorable under the circumstances. The key phrase is "under the circumstances." As discussed above, BCM does not always have discretion over the costs and fees charged by your custodian; therefore, you will pay such charges according to the related schedules of such custodians. In some cases, we may establish "Prime Broker" relationships with broker-dealers. In such a case the custodian will allow BCM to buy securities from other broker-dealers and have them delivered into client accounts. When buying or selling through such broker-dealers, clients will pay the related costs and fees charged by such entities, which often results in higher

transaction costs and fees to the client. We do the majority of our trading using Electronic Crossing Networks (ECNs) and dark pools, which allow us to aggregate the trades for many accounts together into one trade and allocate the shares across the applicable accounts, with each client receiving the same price. We use such services for five primary reasons: access to blocks of stock (i.e., large quantities of stock that are generally not available in the open market on a day-to-day basis); accumulation or disposition of large quantities of stock in the open market; competitive pricing structure (we generally pay between \$.0075 and \$.01 per share); allocation of shares to multiple accounts at the average price executed; and anonymity while trading.

When utilizing ECNs, dark pools, and Prime Brokers we evaluate a wide range of criteria in seeking best execution for client accounts. Such criteria include, but is not limited to, implicit trading costs, access to securities with limited liquidity, software functionality and flexibility, efficiency of execution, financial strength and stability, and prior experience in working with such networks, systems, and broker-dealers. Under such circumstances, clients should think of “best execution” as not necessarily the best “price,” although in some situations it is, but rather a confluence of factors that allow BCM to seek the best way of transacting business on behalf of our clients.

### **Trade Aggregation and Rotation**

When allocating trades, we strive to treat clients fairly and equitably. Trade allocations are calculated before trade execution. To achieve best execution, we attempt to block (aggregate) client orders and negotiate brokerage commissions for those clients that give us brokerage discretion. Portfolio Managers send block strategy trade orders to the Trader who determines the most appropriate execution. When the Trader receives notice from the broker that a block trade has been executed, we generally allocate securities to clients on a pro-rata basis in line with pre-allocation instructions, each account receiving the same average price and paying the same per share commission rate. If there is a partial order fill, the Trader generally allocates securities executed on a pro-rata basis. Some factors that at times lead to an account receiving an allocation other than on a strict pro-rata basis include unique client objectives, restrictions, cash flows or tax status. Precise pro-rata allocations may not be achieved due to factors such as the rounding of quantities to achieve round lot positions in client accounts. Additionally, small execution quantities may result in some clients receiving different execution prices and allocations in the same security on subsequent days.

If we are either unable to aggregate the trades of multiple accounts or deem that doing so is not in the best interest of our clients, we utilize a rotation to ensure fairness of trade orders over time. In this case each client account would be responsible for the particular trade executed on their behalf. BCM employee and related accounts which are managed by the Adviser are traded at the end of the rotation, after all client account transactions in the rotation have been executed. This practice is consistent with BCM’s blackout policy which

is imposed upon employees trading in the same securities as BCM. In all cases with respect to allocation of securities bought and sold it is BCM's objective to distribute such transactions in a fair and equitable manner. Due to the number of specific client factors considered in each allocation (e.g., available cash, tax implications, risk tolerance, portfolio holdings, size of transaction, multiple account overlap, etc.) accounts with the same investment objectives may vary in terms of the quantity of securities purchased or sold, as well as the average price paid or derived for such transactions, respectively.

If BCM is unable to aggregate a particular transaction, clients may, on average, bear higher trade execution expenses. In some cases where trading or investment restrictions are placed on a client's account, BCM is precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive a less favorable execution than clients who are able to participate in an aggregated order.

The Global Competition Strategy Focus List includes all names in the Mid/Large-Cap plus all international names. BCM follows a written trade allocation policy to ensure a fair allocation amongst all clients. The Chief Compliance Officer assists in the implementation of these guidelines in seeking to ensure that BCM meets its fiduciary duty to all clients.

### **Step-Out Trading**

Although BCM has not historically done so, BCM has the authority to 'step out' from the client's custodian to execute a trade by utilizing a different broker-dealer to process the order. BCM will consider stepping out if prudent and necessary to fulfill its fiduciary duty to obtain best execution for the client. This may occur, for example, when BCM is trading a security that has limited liquidity. BCM does not typically engage in step-out trading, but the option to do so is available for clients who custody their accounts at Schwab. Step-out trading involves an additional cost to the clients involved, either in the form of added commissions or fees to settle the step-out trades. BCM will evaluate the overall costs of stepping out and only do so when the value of stepping out outweighs the cost of doing so and will document the rationale accordingly.

### **Client Directed Account Maintenance Requests**

BCM will use its best efforts to handle client directed account maintenance requests. All instructions from a client for account maintenance activity including but not limited to withdrawals, deposits, full or partial liquidations, and tax harvesting must be communicated to BCM in writing in order for the firm to act upon such activity. Oral instructions are generally validated in writing by BCM for audit trail purposes. BCM will use its best efforts to initiate transactions, as appropriate, to implement client requested activities as soon as practically possible, but generally within 20 business days, based on the calendar of the New York Stock Exchange, of receiving written notice from the client. This guideline is subject to market conditions including, but not limited to, market



volatility, trading volume, liquidity, etc. which can from time-to-time impact BCM's ability to execute the client's trade request. This guideline is further subject to BCM's trade management policies and overall client trading activity at the time any such request is received. The Portfolio Manager(s), Trader, and Chief Compliance Officer will collaborate as necessary to ensure fair treatment of all clients in handling of specific client trade-related directives. Though mindful of client needs, BCM retains discretion with regard to trade timing and volumes when implementing client direction so as to effectively mitigate market impact and reduce potential conflicts of interests with any current or contemplated orders in the same securities for other BCM clients. The Chief Compliance Officer will document as necessary trade order handling in the event of client directed account maintenance requests.

### **Client Directed Brokerage**

At the present time, BCM does not permit the direction of client transactions to a specific broker or dealer by a client. BCM will not accept any future directed brokerage arrangement without the approval of the Chief Compliance Officer and implementation of policies and procedures to meet requirements of the Advisers Act, including Form ADV disclosure. For purposes of clarity, the client's selection of a custodian and BCM's subsequent trade direction through such custodian is not deemed to fit the definition of directed brokerage.

### **Soft Dollars**

Because certain brokers pay BCM's exchange fees, FIX line fees, transactional and terminal fees, BCM is deemed to receive soft dollar benefits from these brokers. The SEC has defined soft dollar benefits as arrangements under which products or services other than execution of securities transactions are obtained by an adviser from or through a broker-dealer in exchange for the direction by the adviser of client brokerage transactions to the broker-dealer.

BCM's soft dollar arrangements are in full compliance with the Section 28(e) safe harbor and used only when BCM has determined in good faith that they are warranted in meeting its fiduciary duty. BCM maintains a list of approved broker-dealers who provide trade execution and other services. BCM executes trades with these firms in line with its obligation to seek best execution for portfolio transactions. BCM will not agree to any arrangements, oral or written, obligating the firm to generate a specific amount of brokerage commissions. In some cases, BCM uses brokers that provide useful research and other services even though a lower commission may be charged by another broker who does not offer research services. Currently most of BCM's trading is conducted via brokers that do not offer research.

BCM recognizes that brokerage commissions are the property of the client. By policy, BCM pays soft dollar commissions directly to the broker-dealers providing the exchange fee, FIX line, transactional and terminal fee benefit(s). That is to say, BCM does not engage in third party soft dollar arrangements. Furthermore, BCM's policy prohibits the use of soft dollars to pay for research services in compliance with MiFID II requirements. This policy applies to all clients of the Adviser, be they domiciled in the U.S. or EU.

Soft dollar benefits are not limited to those clients who have generated a particular benefit or in proportion to the soft dollars generated by each client, although certain soft dollar allocations are connected to particular clients or groups of clients.

We have adopted strict compliance policies to ensure that our use of soft dollars is consistent with our duty to obtain the best available execution.

Our use of soft dollar commissions represents a conflict of interest because we would otherwise pay for exchange fees, FIX line, transactional and terminal fee expenses out of pocket with fee revenues rather than with client commissions. To minimize this conflict of interest, the Chief Compliance Officer regularly reviews commission rates to affirm their reasonableness. We do not execute securities transactions as a principal, so no soft dollars are paid in conjunction with principal transactions.

### **Trade Errors**

From time to time, BCM may make an error when executing a trade on behalf of one or more clients. Errors include, but are not limited to, the purchase/sale of the incorrect number of shares, or the purchase/sale of an unintended security. BCM maintains written trade error policies which are overseen by the Chief Compliance Officer. BCM will endeavor to place client interests first and foremost in the timely identification and correction of trade errors. Generally speaking, if a trade error results in a gain for a client portfolio, the gain will remain in the client portfolio unless a legal reason prohibits such action. If a trade error results in a loss for a client, BCM will compensate the client for the amount lost.

### **Item 13 - Review of Accounts**

BCM client portfolios are monitored and reviewed on a continuous basis by the BCM Portfolio Managers at least annually, except as noted below. If a client's financial situation changes in some material way, reviews are typically performed more often. Reviews are often triggered by client request, changes in market condition, new information about an investment, changes in tax laws, or other important changes.

No investment policy statements, or reviews are completed for clients that hire BCM specifically to manage accounts in the concentrated Mid/Large-Cap, Mid/Large-Cap Extended or Global strategies. The clients for whom these strategies are appropriate typically use the BCM portfolio as part of an overall investment strategy. Nonetheless, to

the extent applicable in the future, BCM will meet with clients for whom an investment policy statement is prepared at least annually.

Written reports are sent to clients quarterly and usually consist of account positions, transactions, investment commentary, and performance computations.

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

BCM has been fortunate to receive many client referrals over the years. The referrals have come from current clients, employees, personal friends of employees, and other sources. Other than as discussed in Item 10 above, BCM does not pay for referrals.

BCM does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

#### **Item 15 – Custody**

Clients can choose to have assets held at any qualified custodian. BCM does not have physical custody of any assets held for clients, but some clients permit us to deduct advisory fees directly from the account. Additionally, clients authorize us to give the custodian instructions for the purchase, sale, conversion, redemption, exchange, or retention of any security, cash or cash equivalent, or other investments for the client's account.

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. BCM urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you. Our statements can from time to time vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

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

Since BCM is a discretionary investment manager, clients provide written authority (e.g., limited power of attorney) for us to conduct account management services as defined in our investment management contract and your independent custodian agreement/contract. Any limitations of such authority are included in these written and signed agreements/contracts. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

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

Clients have the discretion to delegate proxy voting authority over their account to BCM. Such delegation is made by the client through notice to the account custodian. In the event a client delegates proxy voting authority to us, it remains the client's obligation to direct their account custodian to forward applicable proxy materials to BCM so their account shares can be voted. BCM will not vote shares unless we receive the proxy materials on a timely basis from the custodian. Clients have the right to revoke our voting authority without notice to BCM.

BCM will seek to vote all proxies received by the firm in the best interest of the beneficiaries of client accounts. All proxy voting instructions will be provided by firm Portfolio Managers and voted electronically via approved proxy service providers. The objective in the voting is to support proposals and director nominees that maximize the value of our clients' investments over the long term. Each proposal will be evaluated on its merits, based on the particular facts and circumstances as presented. BCM does not use services providers for proxy research or recommendations. The responsibility of ensuring that all properly received proxies are voted in a timely manner will fall to the Chief Compliance Officer.

Should a conflict of interest exist between BCM and client(s) regarding the outcome of certain proxy votes, BCM is committed to resolving the conflict in the best interest of clients before it votes the proxy in question. We may take the following courses of action to resolve the conflict: (i) disclose the conflict to clients and obtain consent before voting; or (ii) suggest that client(s) engage another party to determine how the proxy should be voted.

Most of the time, we vote client proxies the same way across all accounts. However, if you ask us in writing to vote your proxies differently, we will do so. Clients may obtain a copy of BCM's proxy policy on request by contacting James Bradshaw, Chief Compliance Officer at (512) 542-1083 or [jbradshaw@barescapital.com](mailto:jbradshaw@barescapital.com). Clients may also obtain information from BCM about how we voted any proxies on behalf of their account(s). James Bradshaw, Chief Compliance Officer is responsible for tracking and delivery of the proxy policy or specifics on how proxies were voted upon the client's request.

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

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about BCM's financial condition. BCM 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. A balance sheet is not required to be provided because BCM does not serve as a custodian for client funds or

securities, other than as described above, and does not require prepayment of fees of more than \$1,200 per client, six months or more in advance.

**Bares Capital Management, Inc.**  
Part 2B of Form ADV  
Brochure Supplements

12600 Hill Country Blvd  
Suite R-230  
Austin, TX 78738

[www.barescapital.com](http://www.barescapital.com)  
(512) 542-1083

November 13, 2024

Brochure Supplements provide information about certain advisory personnel of Bares Capital Management, Inc. (“BCM”). This information supplements BCM’s Brochure. Please contact James S. Bradshaw, Chief Compliance Officer, at (512) 542-1083 if you did not receive the Brochure or if you have any questions about the contents of these Supplements.

**Brian T. Bares, CFA**

Founder, Portfolio Manager and Research Analyst

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[bbares@barescapital.com](mailto:bbares@barescapital.com)

This Brochure Supplement provides information about Brian T. Bares that supplements the Bares Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James S. Bradshaw at (512) 542-1083 if you did not receive the Brochure or if you have any questions about the contents of this Supplement. Additional information about Bares Capital Management, Inc. and Brian Bares is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Educational Background and Business Experience**

- ◆ Year of Birth -- 1973
- ◆ University of Nebraska -- B.S. Mathematics, 1995
- ◆ Bares Capital Management, Inc., President -- 2000 to 2018; Portfolio Manager and Research Analyst -- 2000 to Present
- ◆ Nine Ten Capital Management LLC, President -- 2014 to 2020

Mr. Bares holds the Chartered Financial Analyst ("CFA") designation. The CFA designation is issued by the CFA Institute. CFA candidates must meet one of the following requirements: (1) undergraduate degree and four years of professional experience involving investment decision-making, or (2) four years qualified work experience (full time, but not necessarily investment-related). To receive the CFA designation, candidates must complete the CFA Program which is organized into three levels, each requiring 250 hours of self-study and each culminating in a six-hour exam. There are no ongoing

continuing education or experience thresholds necessary to maintain the CFA designation. More information about the CFA is available at [www.cfainstitute.org](http://www.cfainstitute.org).

### **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 each supervised person providing investment advice. Mr. Bares has no information applicable to this Item.

### **Other Business Activities**

Mr. Bares is currently a member of the University of Texas MBA Investment Fund Advisory Committee. Mr. Bares is the Chairman and President of the Bares Family Foundation and has served in this capacity since 2013. Mr. Bares is the author of the book *The Small-Cap Advantage* (Wiley 2011).

### **Additional Compensation**

As an owner, Mr. Bares receives profit distributions from Bares Capital Management, Inc, Nine Ten Capital Management LLC. He also shares in the carry earned by Nine Ten GP LP and Mission Trail GP LP.

### **Supervision**

From a compliance perspective, Mr. Bares is supervised by James J. Creel Jr., President, and James S. Bradshaw, Chief Compliance Officer. These Principals review Mr. Bares' work through frequent office interactions. Mr. Creel may be contacted at (512) 542-1083 or [jcreel@barescapital.com](mailto:jcreel@barescapital.com), while Mr. Bradshaw may be contacted at (512) 542-1083 or [jbradshaw@barescapital.com](mailto:jbradshaw@barescapital.com).



**James S. Bradshaw, CFA**

Chief Operating Officer/Chief Compliance Officer

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[jbradshaw@barescapital.com](mailto:jbradshaw@barescapital.com)

This Brochure Supplement provides information about James S. Bradshaw that supplements the Bares Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James S. Bradshaw at (512) 542-1083 if you did not receive the Brochure or if you have any questions about the contents of this Supplement. Additional information about Bares Capital Management, Inc. and James Bradshaw is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Educational Background and Business Experience**

- ◆ Year of Birth -- 1972
- ◆ University of Alabama -- B.S. Finance, 1994
- ◆ Bares Capital Management, Inc., Research Analyst -- 2001 to 2014; Chief Compliance Officer -- 2002 to Present; Chief Operating Officer -- 2014 to Present
- ◆ Nine Ten Capital Management LLC, Chief Operating Officer and Chief Compliance Officer -- 2014 to 2020

Mr. Bradshaw holds the Chartered Financial Analyst ("CFA") designation. The CFA designation is issued by the CFA Institute. CFA candidates must meet one of the following requirements: (1) undergraduate degree and four years of professional experience involving investment decision-making, or (2) four years qualified work experience (full time, but not necessarily investment-related). To receive the CFA designation, candidates must complete the CFA Program which is organized into three levels, each requiring 250 hours of self-study and each culminating in a six-hour exam. There are no ongoing

continuing education or experience thresholds necessary to maintain the CFA designation. More information about the CFA is available at [www.cfainstitute.org](http://www.cfainstitute.org).

### **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 each supervised person providing investment advice. Mr. Bradshaw has no information applicable to this Item.

### **Other Business Activities**

Mr. Bradshaw is not engaged in any investment-related business outside of his role with Bares Capital Management, Inc.

### **Additional Compensation**

As an owner, Mr. Bradshaw receives profit distributions from Bares Capital Management, Inc., Nine Ten Capital Management LLC. He also shares in the carry earned by Nine Ten GP LP and Mission Trail GP LP.

### **Supervision**

Mr. Bradshaw is supervised by James J. Creel Jr., President. Mr. Creel reviews Mr. Bradshaw's work through frequent office interactions. Mr. Creel may be contacted at (512) 542-1083 or [jcreel@barescapital.com](mailto:jcreel@barescapital.com).

**James J. Creel, Jr.**

President, Portfolio Manager and Research Analyst

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This Brochure Supplement provides information about James J. Creel, Jr. that supplements the Bares Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James S. Bradshaw at (512) 542-1083 if you did not receive the Brochure or if you have any questions about the contents of this Supplement. Additional information about Bares Capital Management, Inc. and James Creel is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Educational Background and Business Experience**

- ◆ Year of Birth -- 1979
- ◆ Princeton University -- AB History, Cum Laude, 2002
- ◆ Deutsche Bank Securities, Analyst -- 2002 to 2004
- ◆ Molecular Securities, Associate -- 2004 to 2007
- ◆ Treaty Oak Capital Management, Partner and Research Analyst -- 2007 to 2012
- ◆ Bares Capital Management, Inc., Research Analyst -- 2012 to Present; Portfolio Manager -- 2014 to Present; President -- 2019 to Present

**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 each supervised person providing investment advice. Mr. Creel has no information applicable to this Item.

### **Other Business Activities**

Mr. Creel is not engaged in any investment-related business outside of his role with Bares Capital Management, Inc.

### **Additional Compensation**

As an owner, Mr. Creel receives profit distributions from Bares Capital Management, Inc. He also shares in the carry earned by Mission Trail GP LP.

### **Supervision**

From a compliance perspective, Mr. Creel is supervised by James S, Bradshaw, Chief Compliance Officer. Mr. Bradshaw reviews Mr. Creel's work through frequent office interactions. Mr. Bradshaw's contact information: 512-542-1083 or [jbradshaw@barescapital.com](mailto:jbradshaw@barescapital.com).

**John N. Dowling, CFA**

Portfolio Manager and Research Analyst

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This Brochure Supplement provides information about John Dowling that supplements the Bares Capital Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James S. Bradshaw at (512) 542-1083 if you did not receive the Brochure or if you have any questions about the contents of this Supplement. Additional information about Bares Capital Management, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Educational Background and Business Experience**

- ◆ Year of Birth – 1985
- ◆ William Jewel College – BS Accounting, Summa Cum Laude, 2007
- ◆ University of Texas – MBA, 2013, Kozmetsky Scholar, Sord Scholar
- ◆ Member of the University of Texas MBA Investment Fund
- ◆ Internal Auditor, Sprint, 2007 to 2008
- ◆ Community America Credit Union, Senior Internal Auditor and Acting Audit Manager – 2008 to 2011
- ◆ Bares Capital Management, Inc., Research Analyst – 2013 to Present; Portfolio Manager – 2017 to Present

Mr. Dowling holds the Chartered Financial Analyst (“CFA”) designation. The CFA designation is issued by the CFA Institute. CFA candidates must meet one of the following requirements: (1) undergraduate degree and four years of professional experience involving investment decision-making, or (2) four years qualified work experience (full time, but not necessarily investment- related). To receive the CFA designation, candidates

must complete the CFA Program which is organized into three levels, each requiring 250 hours of self-study and each culminating in a six-hour exam. There are no ongoing continuing education or experience thresholds necessary to maintain the CFA designation. More information about the CFA is available at [www.cfainstitute.org](http://www.cfainstitute.org).

### **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 each supervised person providing investment advice. Mr. Dowling has no information applicable to this Item.

### **Other Business Activities**

Mr. Dowling is not engaged in any investment-related business outside of his role with Bares Capital Management, Inc.

### **Additional Compensation**

As an owner, Mr. Dowling receives profit distributions from Bares Capital Management, Inc. He also shares in the carry earned by Mission Trail GP LP.

### **Supervision**

From a compliance perspective, Mr. Dowling is supervised by James J. Creel Jr., President, and James S. Bradshaw, Chief Compliance Officer. These Principals review Mr. Dowling's work through frequent office interactions. Mr. Creel may be contacted at (512) 542-1083 or [jcreel@barescapital.com](mailto:jcreel@barescapital.com), while Mr. Bradshaw may be contacted at (512) 542-1083 or [jbradshaw@barescapital.com](mailto:jbradshaw@barescapital.com).