

Inverness Counsel, LLC – Form CRS

Item 1 – Introduction

Inverness Counsel, LLC (“Inverness”, “we”, “our”, or “us”) is registered with the Securities Exchange Commission (“SEC”) as an investment adviser. Our services and compensation structure differ from a registered broker-dealer, and it is important for you to understand the differences between those structures. Free and simple tools are available to research firms and financial professionals at www.investor.gov/CRS. The site also provides educational materials about broker-dealers, investment advisers and investing. The italicized sentences appearing in text boxes below are intended to be “conversation starters” for you to have with us, as required by the instructions to Form CRS.

Item 2 – Relationship and Services - What investment services and advice can you provide me?

Inverness provides its clients with investment advisory services on both discretionary and non-discretionary basis to individuals, families, trusts, pension and profit sharing plans and tax-exempt organizations (our “retail investors” or “clients Inverness manages its clients’ accounts in accordance with the information that it gathers about a client, including compliance with any restrictions or limitations imposed by it on investments on a continuous basis. Our principal investment strategy is to purchase securities and hold them for significant periods of time. Inverness regularly provides investment advice to, and makes investments on behalf of, its clients with respect to publicly-traded equity and debt securities. To a lesser degree, Inverness also recommends alternative investments, including hedge funds, private equity funds, real estate investments (including real estate investment trusts), options, warrants and similar securities. The third party investment managers recommended by us to our clients will have full investment discretion and trading authority in respect of the funds invested with them and sole responsibility for the implementation of their investment objectives. With respect to assets held in client accounts managed by third-party investment advisers, Inverness will not place orders for transactions in the clients’ accounts or otherwise exercise trading authority over such accounts. To the extent requested by a client, Inverness may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Inverness **does not** serve as an attorney, accountant, or insurance agency, and no portion of our services should be construed as such. Accordingly, Inverness **does not** prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.). You are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation that we make. If Inverness recommends that a client roll over their retirement plan assets into an account to be managed by Inverness, such a recommendation creates a conflict of interest if Inverness will earn new (or increase its current) compensation as a result of the rollover. If we manage your portfolio on a non-discretionary basis, we cannot execute any account transactions without obtaining your prior consent. Therefore, if we would like to execute a transaction for your non-discretionary account and you are not available to provide consent, we would not be able to execute that transaction, which may place your portfolio at a disadvantage.

Inverness generally requires its clients to have a minimum AUM of \$1 million in order to open an account although, historically, it has made exceptions to such minimum on a case-by-case basis, taking into consideration such factors as whether there are accounts held by other family members or related parties, the account’s asset composition and mix, and the types of client services to be rendered. Clients whose accounts hold less than the minimum AUM often pay fees to Inverness at higher rates than those who have more than the minimum AUM. **Please Note:** As result of the above, and fee differential discussed above, similarly situated clients often pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. For more detailed information about our advisory business and the types of clients we generally service, please see Items 4 and 7, respectively in our [Form ADV Part 2A](#).

Conversation Starters:

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| <i>Given my financial situation, should I choose an investment advisory service? Why or why not?</i> |
| <i>How will you choose investments to recommend to me?</i> |
| <i>What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?</i> |

Item 3 – Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

Inverness is compensated for its investment advisory services generally by its clients’ payment of annual fees based on a percentage of the appraised value of their assets under management (“AUM”). We will negotiate specific fees payable for such services with you in advance. The fees payable for new and existing high net worth individual clients range from 0.5% to 1.5% of AUM per annum, depending on a number of factors and circumstances. Inverness may price its services based upon various objective and subjective factors. As a result, Inverness’ clients often pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall investment advisory and/or consulting services to be rendered. As a result of these factors, similarly situated clients often pay diverse fees, and the services to be provided by Inverness to any particular client could be available from other advisers at lower fees. Our investment advisory fees are payable quarterly, in advance. Other than fixed fees payable by certain of its clients (as discussed above), Inverness calculates client fees based on its appraised valuation of the client’s AUM, utilizing the most recent market information reasonably available to it, determined as of the close of the last trading day immediately preceding the commencement of the billing period for which advisory services are to be provided. Any client that terminates its relationship with Inverness prior to the end of a quarterly period will receive a refund of any unearned fees. The refund amount will be determined on a *pro rata* daily basis.

A copy of our Part 2A is [here](#).

Additional Fees: The sole compensation received by Inverness for its investment advisory services is the investment advisory fees payable to it by its clients. Clients may, however, incur certain additional costs payable to third parties. Clients will generally be charged custody fees by the banks or other financial institutions maintaining custody of their assets under management and may incur other related expenses. Our clients also pay brokerage fees and commissions (or mark-ups or mark-downs) and other transaction costs to the broker-dealers that effect transactions on their behalf. Clients whose assets are invested in money market funds, mutual funds, ETFs and/or investment limited partnerships or LLCs often pay advisory fees to the managers of those investment vehicles.

Accordingly, in such cases, clients pay fees both to Inverness and such outside managers. Client assets invested in these types of investment vehicles generally are included in calculating the value of a client's account for the purpose of computing the fees that Inverness charges for the investment advisory services that it provides, and the same assets could be subject to additional fees and expenses, as may be set forth in the offering or subscription documents of those investment vehicles. 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. Clients should note that similar advisory services may (or may not) be available from other investment advisors for similar or lower fees. For more detailed information about our investment advisory and other fees and expenses, please see Item 5 in our [Form ADV Part 2A](#).

Conversation Starters:

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?

For more detailed information about our fees and costs related to our management of your account, please see Item 5 in our [Form ADV Part 2A](#).

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 a fiduciary responsibility 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:

* We may recommend that you engage a particular custodian from whom we receive support services. This presents a conflict of interest, because our receipt of their support make us more inclined to continue using and recommending them.

* We may recommend rollovers out of employer-sponsored retirement plans and into Individual Retirement Accounts that we manage for an asset-based fee. If we don't currently manage your account held with your employer's plan, this may increase our compensation.

Conversation Starters:

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

For more detailed information about our *conflicts* of interest, please review Item 4, 5, 10, 11, and 12 of [Form ADV Part 2A](#).

How do your financial professionals make money?

Our financial professionals are compensated on a salary basis and are generally eligible to receive discretionary bonuses at year end. Neither the firm nor its employees receives commissions or bonuses from any investment company. You should discuss your financial professional's compensation and any potential conflicts of interest directly with your financial professional.

Item 4 – Disciplinary History

Do you or your financial professionals have legal or disciplinary history? No.

We encourage you to visit www.Investor.gov/CRS to research our firm and our financial professionals. Furthermore, we encourage you to ask your financial professional: “As a financial professional, do you have any disciplinary history? If so, for what type of conduct?”

Item 5 – Additional Information

Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. You may contact our Chief Compliance Officer, Charles D. Riviezzo, at any time to request a current copy of our Form ADV Part 2A or this relationship summary. Our Chief Compliance Officer may be reached by phone at (212) 207-2102.

Conversation Starters:

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