



Moonfare Securities USA LLC
Client Relationship Summary January 2024

Moonfare Securities USA LLC (“we” or “us”) is registered with the United States Securities and Exchange Commission (the “SEC”) as a broker-dealer and is also a member of both the Financial Industry Regulatory Authority, Inc. (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). This relationship summary is designed to provide you with information about these services and how we charge for them. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

What Investment Services and Advice Can You Provide Me?

- We provide a limited menu of financial services primarily for accredited investors and institutional customers. As part of our capital raising services as a private placement agent, we may facilitate investments by you in private funds (“Funds”) managed by one of our affiliate companies (“Moonfare Companies”) or in unaffiliated issuers.
- We may communicate with you regarding a potential securities transaction and such communication could be deemed a recommendation to invest in the relevant securities transaction, however we will not provide you with personalized advice based on your overall portfolio as to whether you should make or continue to hold a particular investment or as to which types of investments may be better suited for you. We will also not monitor any investments made or held by you.
- We will not render advice regarding financial, legal, accounting, regulatory, tax or other matters. You should consult your own financial, legal, accounting, tax and other appropriate advisors regarding how any investments fit within your overall investment portfolio and financial plan. Of course, the ultimate decision regarding the purchase and sale of investments is always up to you.
- We do not require minimum investment amounts in order to offer you our services. However, investments in Moonfare Funds or other investments which we may assist you with will often have minimum investment requirements.

You should consider asking us questions like the following:

- Given my financial situation, should I choose your brokerage service? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What Fees Will I Pay?

We will not directly charge you a fee in connection with private placements (unless mutually agreed in writing between us). However, your investments in our funds will be subject to other indirect fees and costs. A description of such fees and costs will be set forth in the subscription documentation of the relevant fund. We will typically be paid a fee by the issuer that has engaged us to help them raise money, where the fee will be an agreed-upon percentage of the total amount of money that we raise for the issuer as part of our engagement with them. We may also be paid a minimum flat fee or a discretionary fee by the issuer in connection with the engagement. This compensation structure gives us an incentive to sell you more of the issuer’s securities and at a higher price.

Ask us:

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?

You, as an investor in the funds we offer, 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.



What Are Your Legal Obligations to Me When Acting As My Broker-Dealer? How Else Does Your Firm Make Money and What Conflicts Of Interest Do You Have?

- When we provide you with a recommendation, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations we provide you. Here is an example to help you understand what this means.

Affiliates.. Because we are affiliated with Moonfare Companies and you will pay fees to one or more Moonfare Companies in relation to the Funds, we have an incentive to encourage you to invest in the Funds.

Third party payments. When we are hired to raise money for a company, we are usually paid as a percentage of the amount of securities sold in the transaction or of the value of the company or assets exchanged in the transaction. Such compensation structure gives us an incentive to sell the company or the securities or assets of the company at a higher price. We are paid asset-based and performance-based fees for the services we provide these funds.

When we recommend or advise you to invest your assets in funds managed by us or our affiliates or by third parties, you may be, and in certain circumstances are, subject to multiple layers of fees and expenses. For example, you may be subject to both management fees payable to us or an affiliate, and the management fees and performance-based compensation payable by a third-party fund to its portfolio manager or by one of our funds to us or one of our affiliates. You also will generally bear a portion of the expenses, including transaction costs, of the funds managed by us or our affiliates, or by third parties in which you invest. This creates an incentive for us to invest your assets into funds managed by us or our affiliates.

You should consider asking us questions like the following:

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

How Do Your Financial Professionals Make Money?

The compensation for our financial professionals is usually a combination of a salary and a discretionary bonus. The amount of the bonus is determined based on individual performance reviews, market comparisons and the performance of the company as a whole (including our affiliates). This compensation structure gives our financial professionals an incentive to sell you more securities at a higher price.

Do You Or Your Financial Professionals Have Legal Or Disciplinary History?

No. Neither the Firm nor any of our financial professionals have any disciplinary history to report. Please visit <https://www.investor.gov/CRS> for a free and simple search tool to research us and our financial professionals.

You should consider asking us questions like the following:

As a financial professional, do you have any disciplinary history? For what type of conduct?

Additional Information

For additional information about our services, you should visit www.moonfare.com/us or brokercheck.finra.org. You can request up-to-date information or a copy of this relationship summary by calling 1 -929-538-3751 or emailing Team@moonfare.com.

You should consider asking us questions like the following:

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