



## Form ADV Part 3: Form CRS Client Relationship Summary February 7, 2025

Kopion Asset Management, LLC (Kopion) is registered with the Securities and Exchange Commission (SEC) as an investment adviser. Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisors, and investing.

### ***What investment services and advice can you provide me?***

Kopion offers a single investment advisory service for retail clients: managing investment accounts for capital appreciation. This is typically pursued by holding a moderately diversified portfolio of publicly traded common stocks. Kopion has complete discretion over how to invest the accounts we manage, and all accounts are invested to match Kopion's "model portfolio." Investments are monitored and reviewed at least once a month as part of our standard service. There is a minimum account size of \$125,000 at the time of opening your account with us. Because Kopion's service offering is very narrow and its investment strategy involves significant risks, Kopion might not be a suitable investment advisor for you. These same factors might also limit the proportion of your overall portfolio that you invest with us.

*For additional information, please see Form ADV Part 2A, Items 4, 7 and 8 at [kopion.com/disclosures/formadvpart2a.pdf](https://kopion.com/disclosures/formadvpart2a.pdf).*

#### **Conversation Starters:**

*Given my financial situation, should I choose an investment advisory service? Why or why not?*

*How will you choose investments to recommend to me?*

*What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

### ***What fees will I pay?***

Kopion will charge you a Management Fee that is based on the amount of assets in your account. This fee will be charged quarterly. Charging a Management Fee presents a conflict of interest since it gives us an incentive to encourage you to become our client and invest more funds with us than you might otherwise. It also gives us an incentive to encourage you to remain a Kopion client for longer than you might otherwise. In addition to Kopion's Management Fee, you will also pay expenses to third parties, including trading commissions, SEC fees, ADR fees, and indirect fees charged by exchange-traded funds (ETFs). (Kopion sometimes invests a portion of its cash holdings in a Money Market ETF.)

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

*For additional information, please see Form ADV Part 2A, Item 5 at [kopion.com/disclosures/formadvpart2a.pdf](https://kopion.com/disclosures/formadvpart2a.pdf).*

#### **Conversation Starter:**

*Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

***What are your legal obligations to me when acting as my investment adviser?  
How else does your firm make money and what conflicts of interest do you have?***

*When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.*

Kopion's only source of revenue is the Management Fee described in the section above, "What fees will I pay?" In addition, certain business practices present other conflicts of interest. Kopion's standardization on Schwab as its custodian bestows several benefits to you, but it also presents a conflict of interest because Kopion benefits from streamlined operations by not having to interact with other custodians. Additionally, Kopion's Portfolio Manager (PM) has invested all of his personal, long-term investments according to Kopion's model portfolio. This creates a strong underlying motivation for long-term capital appreciation, but it also requires making the same trades in his own account that are made for you. This is typically done through block trades in which he receives the same price as you. In some cases, it is in your best interest for Kopion to postpone its trades for the PM until the day after trades have been completed for you and the other clients. We adhere to a Code of Ethics and keep supplemental trade notes that document these decisions.

For additional information, please see Form ADV Part 2A, Items 11 and 12 at [kopion.com/disclosures/formadvpart2a.pdf](http://kopion.com/disclosures/formadvpart2a.pdf) and the Code of Ethics at [kopion.com/disclosures/codeofethics.pdf](http://kopion.com/disclosures/codeofethics.pdf).

***Conversation Starter:***

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

***How do your financial professionals make money?***

Kopion's Portfolio Manager (PM) is compensated through a cash salary and a cash bonus, both of which vary each year based on funds available from Kopion's profits. Kopion's Analyst is compensated through a cash salary and a cash bonus. His bonus is discretionary and based on the PM's perception of the Analyst's job performance as well as the amount of funds available from Kopion's profits. This presents a conflict of interest with you since our potential compensation generally increases with the number of clients we have and the amount of funds they have invested with us.

***Do your financial professionals have legal or disciplinary history?***

No. Visit [Investor.gov/CRS](http://Investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.

***Conversation Starter:***

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

For additional information about our services, visit [kopion.com](http://kopion.com). If you would like additional, up-to-date information or a copy of this disclosure, please call Terry Ledbetter, Jr. at (214) 425-7027 x101.

***Conversation Starter:***

*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?*

**Exhibit to Form ADV Part 3: Form CRS**  
**Client Relationship Summary**  
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**Summary of Material Changes**

**In the section:**

***What fees will I pay?***

- We added ADR fees to the list of fees that clients may experience.