

StillPoint Capital, LLC
Form CRS (Client Relationship Summary)
June 11, 2024

StillPoint Capital, LLC (“SPC”, “we”, “our”) is registered with the Securities and Exchange Commission (SEC) as a broker-dealer and is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). Brokerage and investment advisory services and fees differ, and it is important for you to understand these 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 advisers, and investing.

What investment services and advice can you provide me?

We make recommendations and execute the sale of private placement securities to retail investors. We do not open brokerage accounts, buy or sell securities on your behalf, take custody of or hold client assets or funds, clear trades, or offer financial planning, or investment advisory services. We also do not offer monitoring services for your investments.

Our services are non-discretionary. We may offer recommendations, but you make the ultimate decision regarding the purchase or sale of investments. Our recommendations are limited to private placement securities.

Each private placement offering will have documentation that provides details that are specific to the offering being recommended. There may be a minimum investment requirement for you to participate in the offering. Please refer to the offering memorandum for more information on the risks, limitations, and investment requirements. You should always receive, read, and understand the offering documentation in order to understand the investment you are making. If you do not understand or feel that the investment is not in your best interest, do not make the investment.

Conversation Starters: Questions to Ask Your Financial Professional

- ❖ **Given my financial situation, should I choose a 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 do not directly charge fees to retail investors for our services. Investors are indirectly assessed fees through the structure of the private securities offering the investor purchases, which is disclosed in the respective offering documentation.

The issuer of a private placement security will pay a sales commission directly to StillPoint Capital, LLC. Because we are being paid a commission, we have an incentive to encourage an investor to invest in its offerings. This causes a conflict between your interests and ours.

Conversation Starters: Questions to Ask Your Financial Professional

- ❖ **Help me understand how these fees and costs might affect my investments. If I give you \$100,000 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 providing recommendations? How else does your firm make money and what conflicts of interest do you have?

When we provide you with a recommendation, we are required 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 are some examples to help you understand what this means:

- **Transaction Fees:** We make money when we are paid a commission by the issuer of the private placement you purchase. Because we only get paid when a transaction closes, at the time your investment is made, we may have an incentive to encourage you to invest in the offering being recommended.
- **Mergers & Acquisitions Services:** Our firm earns fees for advising corporate clients on merger and acquisition transactions and sales. We may act in the capacity as a placement agent for those same corporate clients who wish to raise capital via a private placement offering, therefore, we may earn fees on multiple transactions for the same corporate client. where we will also earn fees and other compensation in this capacity. This creates a conflict because we have an incentive to make these offerings successful and to encourage you to invest in these offerings.
- **Limited Investment Offerings:** Our investment services are limited to private placement offerings. Other firms may be able to provide a wider range of services and/or investment choices to you, some of which may have lower costs.

Conversation Starters: Questions to Ask Your Financial Professional

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

How do your financial professionals make money?

Our financial professionals receive a commission for the execution of sales in privately offered securities. The commission structure may be different for each offering and may be in the form of cash, equity, warrants, or other incentives. Because our financial professionals receive a commission when you make an investment, they have an incentive to encourage you to make an investment. This can cause a conflict between your interests and theirs.

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

Yes. Please visit investor.gov/CRS for a free and simple search tool to research our firm and financial professionals.

Conversation Starters: Questions to Ask Your Financial Professional

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

Additional Information

You can request up-to-date information or a copy of this relationship summary by calling our office at (813) 891-9100 or emailing us at compliance@stillpointcap.com.

Conversation Starters: Questions to Ask Your Financial Professional

- ❖ **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?**