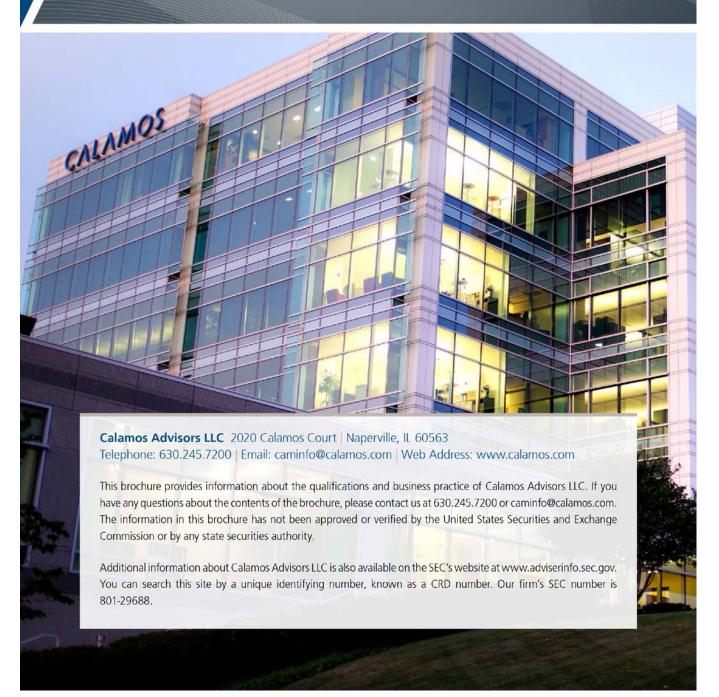
# Calamos Advisors LLC

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# **Item 2: Material Changes**

This publication of the Form ADV Part 2A contains highlights of the changes that have been made to this brochure since the last update in August 2012. Some of these items may be deemed material changes from our last filing.

- In December 2013, Calamos Investments LLC, parent of Calamos Advisors LLC ("CAL"), announced that:
  - Nick P. Calamos, who was the former President of Investments and Co-Chief Investment Officer, but had continued to serve on the Calamos Asset Management, Inc.'s Board of Directors, resigned from the Calamos Board of Directors.
- On December 13, 2013, CAL liquidated the Calamos International Growth Fund LP.

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# **Item 4: Advisory Business**

# **CORPORATE HISTORY**

Calamos Advisors LLC is an investment advisor registered with the U.S. Securities and Exchange Commission (the "SEC") effective May 29, 1987 and wholly-owned subsidiary of Calamos Investments LLC ("CILLC"). Calamos Asset Management, Inc. ("CAM"), a publicly traded company listed on NASDAQ and trading under the symbol CLMS, is the sole manager of Calamos Investments LLC, which owns and manages our operating companies. Unless the context otherwise requires, references to "we," "us," "our," "the Firm" and "our company" refer to Calamos Advisors LLC.

With roots dating back to 1977, John P. Calamos, Sr. began serving clients with an emphasis on strategies that sought to maximize the potential of convertible securities to manage risk and build wealth. Our Firm, headquartered in Naperville, Illinois, has grown throughout the decades, and now includes offices based in New York, NY, Boston, MA and London UK. In August 2012, Gary Black joined the Firm as Global co-Chief Investment Officer.

As of December 31, 2012, approximately 22% of Calamos Investments LLC was owned by Calamos Asset Management, Inc. and approximately 78% by Calamos interests. Since CAM is a publicly traded company, the ownership of that entity changes on a regular basis.

#### **INVESTMENT SERVICES**

Since the introduction of the Firm's first convertible strategy in 1977, our Firm has continued to expand its product offerings. In 1989, the Firm introduced an equity strategy that employs equity and equity sensitive securities, and in 1990, its flagship U.S. equity growth strategy. In subsequent years, investment offerings were broadened to include high yield, global, international, total return and enhanced fixed income investment strategies. The company has focused on becoming a global growth manager, offering global and international growth equity strategies as well as UCITS (Undertakings for Collective Investment in Transferable Securities) products for non-U.S. investors. More recently, the Firm has expanded its capabilities and product offerings to include long/short investments.

The Firm currently offers the following types of investment products: open-end mutual funds, closed-end funds, institutional accounts, managed accounts, commingled privately placed funds, and offshore funds. Products are distributed through channels that in our view best deliver the strategies to long-term investors. These channels are: Intermediaries, such as investment advisors and broker-dealers both in the U.S. and abroad, Institutional Platforms, and Wealth Management for high net worth individuals and private foundations. We also serve as a sub-investment adviser to several investment companies which are registered under the Investment Company Act of 1940, as amended (the "1940 Act").

Because some types of investments involve certain additional degrees of risk, they will only be implemented or recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

We do not sponsor any "wrap-fee" programs but we may participate as a non-discretionary sub-advisor in wrap-fee and unified managed account ("UMA") programs. In these programs, a third party program sponsor offers our Firm's strategies to its clients. We receive a fee from the third party as an investment adviser in these programs. Wrap fee accounts are considered client directed brokerage accounts. (See Item 12 for a discussion of directed brokerage).

The Firm also provides model portfolios in an investment strategy ("Model Portfolios") to wrap program sponsors in connection with third-party wrap programs and other arrangements in which we have entered. Under these arrangements, we provide a Model Portfolio containing our current investment recommendations based on one of our investment strategies and other investment parameters as agreed to between the Firm and

the wrap program sponsor. Although we provide recommendations, we do not have the authority to implement those recommendations. Ultimately, the decision making and discretionary responsibility for the determination of which securities are to be purchased and sold are those of the wrap program sponsor. The wrap program sponsor is also responsible for effecting all security transactions in connection with such determinations. There may be differences between these Model Portfolios and the portfolios managed by the Firm for its other clients, including cash availability, investment restrictions, account size, holding limits, tax considerations, trade executions and other factors. As a result, the performance of our discretionary advisory clients and that of the Model Portfolios using the same investment strategies will differ.

# **TAILORED SERVICES**

In most types of accounts, we allow clients to customize their investment to their needs and goals, by imposing reasonable investment restrictions on certain securities, industries or sectors by providing us with written instructions when opening an account or at any time thereafter.

#### ASSETS UNDER MANAGEMENT

As of December 31, 2013 we had approximately \$26.5 billion in total assets under management. The firm also advised approximately \$825 million in model based, non-discretionary assets.

# **Item 5: Fees and Compensation**

#### **SEPARATE ACCOUNTS**

Separate accounts are individual portfolios of securities managed to meet clients' unique needs and include institutional accounts and managed accounts. Generally, the minimum account size for a separate account is \$5 million (\$25 million for international/global, US Opportunities and Convertible strategies and \$10 million for total return strategies). The fees for our separate accounts are based upon a percentage of assets under management and are normally payable quarterly in arrears; they are typically calculated on the value of assets in the account at the end of each calendar quarter and deducted from custodial accounts. Below is the standard fee schedule.

Growth (All Cap, Mid Cap Large Cap)	Minimum Fees	\$5,000,000 0.75% on first \$25m 0.70% on next \$25m 0.65% on next \$25m 0.50% on balance
Opportunistic Value	Minimum Fees	\$5,000,000 0.75% on first \$25m 0.70% on next \$25m 0.65% on next \$25m 0.50% on balance
Global Equity Income	Minimum Fees	\$25,000,000 1.00% on first \$10m 0.85% on next \$15m 0.70% on next \$25m 0.65% on next \$50m 0.60% on balance
Small-Mid Cap Growth	Minimum Fees	\$5,000,000 1.00% on first \$10m

0.90% on next \$15m 0.80% on next \$25m 0.75% on next \$50m 0.70% on balance High Income & Minimum \$5,000,000 High Yield Fees 0.60% on first \$50m 0.50% on next \$50m 0.40% on balance **Total Return Bond** \$10,000,000 Minimum Fees 0.50% on first \$25m 0.40% on next \$25m 0.30% on balance International Growth & Minimum \$25,000,000 International Growth Fees 1.00% on first \$10m Concentrated 0.85% on next \$15m 0.70% on next \$25m 0.65% on next \$50m 0.60% on balance Global Growth Minimum \$25,000,000 Fees 1.00% on first \$10m 0.85% on next \$15m 0.70% on next \$25m 0.65% on next \$50m 0.60% on balance \$25,000,000 **Emerging Economies** Minimum Fees 1.00% on first \$10m 0.90% on next \$40m 0.75% on next \$100m 0.70% on balance **Emerging Market Equity** Minimum \$25,000,000 1.00% on first \$10m Fees 0.90% on next \$40m 0.75% on next \$100m 0.70% on balance **U.S.** Opportunities \$25,000,000 Minimum Fees 0.75% on first \$25m 0.70% on next \$25m 0.65% on balance **Global Opportunities** Minimum \$25,000,000 Fees 1.00% on first \$10m 0.85% on next \$15m

0.70% on next \$25m 0.65% on next \$50m 0.60% on balance

U.S. Convertible	Minimum Fees	\$25,000,000 0.75% on first \$25m 0.70% on next \$25m 0.65% on balance
Global Convertible	Minimum Fees	\$25,000,000 0.85% on first \$25m 0.70% on next \$25m 0.65% on balance
Long/Short Equity	Minimum Fees	\$25,000,000 1.25% on first \$25m 1.00% on balance
Dividend Growth	Minimum Fees	\$5,000,000 0.75% on first \$25m 0.70% on next \$25m 0.65% on next \$25m 0.50% on balance
U.S. Core Plus Fixed Income	Minimum Fees	\$5,000,000 0.75% on first \$25m 0.70% on next \$25m 0.65% on next \$25m 0.50% on balance
Small Cap Growth	Minimum Fees	\$5,000,000 0.75% on first \$25m 0.70% on next \$25m 0.65% on next \$25m 0.50% on balance

We reserve the right to negotiate fees or waive fees in certain circumstances. Some clients pay more or less than others depending on certain factors, including but not limited to the type and size of the account, the range of additional services provided to the client and the total amount of assets managed for a single client. While we believe our standard fees are reasonable, services similar to those provided by us may be available for lower fees from other sources. The fees that we charge for investment advisory services are specified in the agreement between us and each individual client. (A description of investment strategies available in separate accounts are set out in Item 8.)

**Limited Negotiability of Advisory Fees:** Although we have established the fee structure above, we retain the discretion to negotiate alternative fees on a client-by-client basis. Pre-existing advisory clients are subject to our minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our Firm's minimum account requirements will differ among clients.

The nature of our proposed relationship with you is considered in determining the fee structure for your account. This includes your assets to be placed under management; anticipated future additional assets; services provided; related accounts; portfolio style; account composition; reports; among other factors. Your specific annual fee structure is identified in your investment advisory agreement. We may group certain related accounts for the purposes of meeting the minimum account size requirements and determining the annualized fee. Discounts may be offered to family members and friends of associated persons of our Firm.

You should note that similar advisory services may (or may not) be available from other registered (or

unregistered) investment advisors for similar or lower fees.

**Termination of the Advisory Relationship:** Under our current form of the advisory agreement, the advisory agreement may be canceled at any time, by either party, for any reason upon receipt of **30** days written notice. You may elect to pay fees in advance of services provided. Upon termination of your account, any prepaid, unearned fees will be promptly refunded while any unpaid fees will be requested for immediate payment. In calculating your remaining fee or reimbursement, we will pro rate the fee or reimbursement according to the number of days remaining in the billing period.

#### "WRAP-FEE" AND SIMILAR ARRANGEMENTS

We participate in several "wrap-fee" and unified managed accounts programs (collectively, the "Programs") which are sponsored by unaffiliated investment advisory and/or brokerage Firms (each a "Sponsor" and collectively, the "Sponsors"). As a client in a Program, you should carefully review the Sponsor's Appendix 1 of the Sponsor's Form ADV, for complete details regarding the Program. The minimum account size is \$75,000 to \$100,000 depending on the strategy and Sponsor minimums. We reserve the right to waive or reduce the minimum account size at our discretion. As a client participating in these Programs, you should be aware that you may be charged various Program fees in addition to the advisory fee charged by us. All such fee disclosures will be provided in the Program Sponsor's ADV Part 2A, Appendix 1.

# **MUTUAL FUNDS**

The investment advisory and administration fees that we receive as a service provider to the Calamos Family of Funds (the "Mutual Funds"), which are registered under the 1940 Act, are described in the registration statements and/or financial filings of those funds, including the Funds' prospectuses, which are available online at; <a href="http://fundinvestor.calamos.com/fundlit.">http://fundinvestor.calamos.com/fundlit.</a> These fees generally include a management fee, other fund expenses and distribution fees. We also act as sub-adviser to other unaffiliated mutual funds and the fees associated with those funds are described in the registration statements and/or financial filings of those funds.

Certain Calamos supervised persons and related sales personnel may also be associated with Calamos Financial Services LLC, an affiliated limited purpose broker-dealer of the Firm and in that capacity may engage in marketing or selling activities with respect to shares in the Mutual Funds. Supervised persons and related sales personnel may be internally compensated for successful marketing or selling activities with respect to shares in the Mutual Funds.

## **CLOSED-END FUNDS**

The investment advisory fees that we receive as an investment adviser to the Calamos Closed-End Funds are described in the registration statements and/or financial filings of those funds which are also available on- line at <a href="http://fundinvestor.calamos.com/fundlit.">http://fundinvestor.calamos.com/fundlit.</a>

### **UNDERTAKING FOR COLLECTIVE INVESTMENTS**

Our Firm serves as investment manager to the Calamos Global Funds plc, an umbrella fund with variable capital formed as an Undertaking for Collective Investments in Transferrable Securities ("UCITS") and authorized by the Irish Central Bank. The investment management fees that we receive as an investment manager to the Calamos Global Funds plc are described in the prospectus of the Calamos Global Funds plc which is available on-line at <a href="https://www.calamosglobal.com">www.calamosglobal.com</a>.

### **POOLED INVESTMENT VEHICLES**

Our Firm serves as the investment adviser to the Calamos Advisors LLC Master Group Trust ("Group Trust"). The fees relating to the Group Trust are described in the investment management and investment advisory agreements between us and the Group Trust.

Our Firm also serves as General Partner and investment adviser to both the Calamos Global Opportunities Fund Limited Partnership and the Calamos International Growth Fund Limited Partnership (the "LPs"). Fees relating to the LPs are further described in each of their Confidential Private Offering Memoranda.

Our Firm also serves as the investment advisor to the Calamos Arista Strategic Master Fund Ltd. and its associated feeder funds, the Calamos Arista Strategic Fund Ltd., a Cayman Islands fund, and the Calamos Arista Strategic Fund Limited Partnership (the "Master-Feeder Funds"). Fees relating to the Master-Feeder Funds are further described in each of their Confidential Private Offering Memoranda. These funds have performance based fees which are described further below in Item 6: Performance-Based Fees and Side-by-Side Management.

Calamos Capital Management LLC, an affiliate of our Firm, serves as the general partner to the Calamos Arista Strategic Fund L.P. Employees of the Firm own 49.9% of Calamos Capital Management LLC.

# **OTHER FEES OR EXPENSES**

You may pay other expenses in addition to investment management fees. For example, you may pay costs such as brokerage commissions and equivalents, markups and markdowns, transaction fees, custodial fees, transfer taxes, wire transfer fees, and other fees and taxes charged to brokerage accounts and securities transactions, which are unrelated to the fee collected by us. See Item 12: Brokerage Practices for more details.

Open end mutual funds generally charge a management fee for their services, which are disclosed in the fund's prospectus and/or financial filings. In addition, mutual funds also may charge an early termination fee if you sell your shares prior to the fund's required holding period. You should refer to the fund's prospectus for specific information regarding early redemption fees.

# Item 6: Performance-Based Fees and Side-By-Side Management

Our Firm or an affiliate may receive performance-based or incentive fees from you. Such a performance-based fee is calculated based on a share of capital gains on or capital appreciation of the assets in your account(s). You should be aware that performance-based fee arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. We also have an incentive to favor accounts that pay such fees because compensation we receive from these clients is more directly tied to the performance of their accounts. Additionally, we may have an incentive to favor accounts in which we, or our employees, own a substantial interest referred to as "Proprietary Accounts." Calamos has compliance procedures in place that it believes are reasonably designed to mitigate these conflicts of interest. Calamos, which may include affiliated entities, employees, officers, directors (collectively, "Calamos Related Clients"), may conduct investment activities for our own accounts by investing in certain investment strategies of the Firm which may create a potential conflict of interest. These potential conflicts include, among other things, treating Calamos Related Clients more favorably than non-affiliated clients in connection with the allocation of limited investment opportunities or the allocation of aggregated trade orders. With respect to the allocation of investment opportunities, it is Calamos' policy to allocate investment opportunities among its clients in a fair and equitable manner that, over time, does not unfairly favor some clients at the expense of others or favor Proprietary Accounts over those of other clients. For information about these policies and procedures, refer to Item 12: Brokerage Practices. Due to the relationship between Calamos Advisors and the changing nature of its related businesses and affiliations, there may be other or different potential conflicts that arise in the future or that are not covered by this discussion.

In addition, John P. Calamos, Sr., Chief Executive Officer and Global Co-Chief Investment Officer and his family have controlling interest in the Firm. Such an affiliation creates a potential conflict of interest between our duty to act in your best interests and our interest in continuing to receive compensation for its advisory services.

Neither the Firm nor its affiliates are required to devote their full-time or attention to managing your assets. They may conduct other businesses and provide investment counseling services to other clients which may be competitive with the activities provided to you. In advising other accounts, we may give advice and make recommendations to such accounts, which may be the same, similar to or different from those rendered to you. The compensation arrangements with other clients may create incentives for us to favor such other clients.

In general, Portfolio Managers ("PM") receive all their compensation from CAL comprised of an annual base salary and a target bonus as a percentage of their salary. Similarly, PMs are eligible for discretionary Long Term Incentive awards consisting of restricted stock units or a combination of restricted stock units and stock options.

Compensation structure does not differentiate between the Funds or other accounts managed by the PMs, and is determined on an overall basis, taking into consideration the performance of the various strategies managed by the PMs. The compensation structure is also impacted by additional corporate objectives set by the Board of Directors of Calamos Asset Management, Inc., which could include investment portfolio performance, distribution effectiveness, and the firm's overall financial performance. This policy is intended to incentivize investment professionals to act in the best interests of all clients regardless of their fee type.

Additionally, certain members of the Long/Short team are eligible to receive a portion of certain investment advisory fees and incentive fee payments collected by CAL or an affiliated entity as determined by the Global Co-CIOs.

Further, we have developed trade allocation policies and procedures designed to ensure that all clients are treated fairly and equally over time and to prevent these conflicts from influencing the allocation of investment opportunities among clients. A further discussion regarding Trade Allocation is included in Section 12 Brokerage Practices.

Affiliates of the Firm and Calamos Financial Services LLC, CAM, CILLC, Calamos Family Partners, Inc. ("CFP"), Calamos Capital Management LLC, and the owners of these affiliates, which include John P. Calamos, Sr. and John Calamos, Jr. ("Calamos Family"), and Employees of our Firm, may invest in products managed by Calamos Advisors to support the continued growth of our investment products and strategies, including investments to seed new products. Notwithstanding any provision to the contrary in the Firm's Code of Ethics, investments made by CAM, CILLC, CFP and the Calamos Family in products managed by Calamos Advisors are not subject to restrictions of the Code of Ethics regarding short term or speculative trading. As a result, such entities or individuals may hedge corporate or personal investments in such products. However, these hedging transactions are subject to pre-clearance by the Compliance Department and reporting to the CAM Audit Committee. All other provisions of the Code of Ethics are otherwise applicable.

The General Counsel may approve additional strategies or instruments based on unusual market circumstances and on the determination that the transactions would not impact the broader market or conflict with any customer activity.

# **Item 7: Types of Clients**

Our Firm provides investment management services to institutional and individual clients, registered investment companies, mutual funds, closed-end funds, pooled investment vehicles, financial institutions, charitable institutions, foundations, municipalities, endowment funds, corporations, corporate pension and profit sharing plans, Keogh plans and Taft-Hartley plans.

The minimum account size for separate accounts is \$25 million for our international/global strategies, US Opportunities and Convertible strategies, \$10 million in total return and \$5 million for all other strategies. The minimums may be waived or reduced by us in our sole discretion. The minimum account size for Wrap-Fee and

UMA Programs is \$75,000 to \$100,000 depending on the strategy and plan sponsor minimums. We reserve the right to waive or reduce the minimum account size at our discretion. Item 5 provides a discussion of advisory fees for separate accounts, wrap-fee and similar arrangements.

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

#### **METHODS OF ANALYSIS**

The Firm employs a team approach to portfolio management, led by the Global Co-CIOs and comprised generally of the Global Co-CIOs and Co-Portfolio Managers. The Global Co-CIOs and Co-Portfolio Managers are supported by and lead a team of investment professionals whose contributions create a synergy of expertise that can be applied across many different investment strategies. Co-Portfolio Managers are supported by a team of sector analysts making recommendations based upon fundamental research.

The Firm has an Investment Committee ("Investment Committee") that performs the following functions:

- Establishment of top-down global macroeconomic views
- Discussion of sector, thematic and geographic positioning across strategies
- Oversight of risk management across strategies
- Monitoring and evaluation of investment performance
- Evaluation and recommendation of enhancements to the investment process

The Investment Committee operates as a team and consists of our Global Co-CIOs, who will lead the Committee, and a select group of senior investment professionals. Other members of the Investment Team will also participate in Committee meetings in connection with specific investment related issues or topics as deemed appropriate. Membership of the Investment Committee may be modified to ensure we adapt to dynamic economic, capital market and investment environments as well as incorporate diverse views into our investment process.

# **Overall Calamos Investment Philosophy**

Central to our investment process is the belief that the financial markets operate in a manner which precludes using a single all-encompassing method of analysis, and that instead, market fluctuations call for a more flexible approach.

# Calamos Growth/Convertible Investment Process

Our long-term strategy is based on a proprietary investment process that uses sophisticated quantitative models and fundamental analysis to go beyond traditional securities analysis. Grounded in academic theory, our approach also relies on real world experience to determine the economic enterprise value of a company. Using this process, we are able to value all securities within a corporate structure.

Assess Business Value. We analyze businesses as if it we are going to buy the whole company, reviewing financial statements to fully understand both sides of the ledger. For example, recasting financial statements to a cash basis allows us to remove certain distortions created by GAAP and measure free cash flow to accurately assess business value. Additionally, we determine return on capital and balance sheet quality to help gauge the company's financial strength. Only after determining the actual cash flow, its sustainability, credit risk, and the rate at which the company will likely grow, are we then able to apply a valuation to the business, taking into account the level of risk.

Assess Security Value. Once we understand the business value, we seek to determine the value of each

security, whether equity, convertible, or corporate bond. Since stock and bond values are both derived from the same set of cash flows, the risks for both are highly dependent on each other, and their valuations are closely linked.

We focus each type of security's upside and downside potential based on the probable range of outcomes, taking into consideration the business risk, the competitive positioning, and the seniority of the security relative to the rest of the company's capital structure.

Assess Investment Opportunities. By understanding all aspects of a company's capital structure, we assess the value of any security issued by that company and its potential opportunity. To help maintain a consistent risk/reward profile, we seek to dynamically allocate assets to adapt to the market cycle. At times, we may overweight or underweight sectors. Our disciplined process is applied to our investment strategies, applying risk controls at the macroeconomic, sector and portfolio level. Each holding is subject to rigorous testing and is actively monitored to help achieve the appropriate balance of risk and reward.

# Calamos Long/Short Investment Process

The Calamos Long/Short team operates as an independent alternative asset management team within the Firm with a focus on long/short equity strategies. The Long/Short team believes that alpha generation is derived equally through the evaluation of business strategy and fundamental security analysis.

**Investment Philosophy:** The Long/Short team deploys a fundamental investment process that seeks to derive attractive, risk-adjusted returns centered on a disciplined, research-driven investment analysis of global companies, where we seek to identify secular or structural changes in the addressable market or market share.

**Investment Process:** The Long/Short team strives to meet its objectives by identifying potential investments through the evaluation of business strategy and both horizontal and vertical market analysis. Our fundamental process mandates primary market research as well as traditional security analysis in prioritizing our research efforts. There is a formal investment proposal, where positions are analyzed and approved by the Long/Short team and capital is allocated using internal metrics to compare the relative merits of each investment opportunity.

# **Calamos Value Equity Investment Process**

The Calamos Value Equity Team (the "Value Team") has a distinct investment philosophy and manages an independent investment process within the Calamos investment platform.

**Investment Philosophy.** The Value Team investment philosophy seeks to invest in high quality businesses at value prices. The Value Team believes that sustainable high return business models have the potential to drive superior investment returns, and seeks to deliver absolute returns while managing for downside risk and capital preservation.

**Investment Process.** The Value Team utilizes a multi-step investment process focusing on several elements, including Quantitative Screening, Fundamental Research, Valuation Analysis and Active Portfolio/Risk Management.

**Quantitative Screening.** The Value Team uses a quantitative screening model to identify a universe of stocks that could be considered for inclusion in the portfolio. After the quantitative analysis is complete, the Value Team conducts fundamental research on the securities identified through the quantitative analysis.

**Fundamental Research.** The Value Team seeks to identify strong businesses that are growing their free cash flow with sustainable margins and return on invested capital. The process focuses on

understandable business models and identifying competent management. Other attractive characteristics include strong brands, high competitive barriers, pricing power, cost-advantages and/or proprietary technology.

**Valuation Analysis.** After identifying what we believe are strong businesses, the process examines key pricing metrics and trading trends to establish a price target and identify a catalyst for change within the next three to nine months. Such catalysts may include executive change, mergers & acquisitions, improving sales, margins or sentiment.

**Portfolio & Risk Management.** The Value Team is active in its approach to portfolio and risk management, focusing on consistent investment results and loss mitigation. The resulting diversified portfolio is a result of active stock selection. The Value Team employs dynamic, technical trading analysis for position entry and exit as well as strategies to manage macro and investment specific risk.

#### **INVESTMENT STRATEGIES**

To meet the investment requirements of our diverse range of clients, we offer a broad range of investment strategies. While the investment objective of these strategies may vary, their overall approach is the same: the careful selection of securities that strive to capture upside opportunities while helping manage risk on the downside. We offer growth equity, convertible, high-income, value and long/short strategies.

# **GROWTH EQUITY STRATEGIES**

We offer strategies that seek capital appreciation by investing in a range of global companies of various market capitalizations.

**Global Growth** – A global all-cap growth equity strategy that seeks to invest in the common stocks of global growth companies.

*International Growth* – A non-U.S. all-cap equity strategy that seeks to invest in the common stocks of growth companies based outside of the United States.

*Emerging Economies* – A risk-managed, emerging market strategy that seeks to gain exposure to emerging economies.

**Emerging Market Equity** – A growth-oriented emerging market equity strategy that invests in common stocks of emerging market-domiciled companies.

**Growth** – A primarily U.S. all-cap growth equity strategy that seeks to invest in the common stock of growth companies.

**Mid Cap Growth** – A mid-cap growth equity strategy that seeks to invest primarily in the common stocks of U.S. companies in high-growth industries.

**Dividend Growth-** A growth equity strategy that seeks to deliver income and capital appreciation by focusing on dividend paying equities.

**Large Cap Growth** – A large-cap growth equity strategy that seeks to invest in common and preferred stocks of well-established, well-known and financially viable companies.

**Global Opportunities** – An actively managed global strategy that seeks to leverage our capital structure research by investing in equities and equity-sensitive securities of global companies, in an effort to generate consistent alpha and manage downside volatility.

**U.S. Opportunities** – An actively managed U.S. strategy that seeks to leverage our capital structure research by investing in equities and equity-sensitive securities, in an effort to generate consistent alpha and manage downside volatility.

#### **CONVERTIBLE STRATEGIES**

Strategies that pursue equity market upside with less perceived potential downside than an all- equity portfolio, by investing primarily in convertible securities.

**Global Convertible** – A global convertible strategy that seeks to leverage our capital structure research by investing in convertible securities, in an effort to generate consistent alpha and manage downside volatility.

**Convertible** – A U.S. convertible strategy that seeks to leverage our capital structure research by investing in convertible securities, in an effort to generate consistent alpha and manage downside volatility.

#### **FIXED INCOME STRATEGIES**

**High Income** – A total return high-income debt strategy that invests in a broad universe of high-yield corporate debt and higher-yielding convertible securities.

**U.S. Core Plus** – An investment grade total return strategy that seeks capital preservation plus capital appreciation. The strategy will maintain reasonable diversification and liquidity at all times.

# LONG/SHORT STRATEGY

We offer non-traditional investment strategies including a fundamental long/short equity strategy.

#### **VALUE STRATEGY**

An all-cap value strategy that seeks to identify and invest in high quality businesses trading at value prices.

#### **RISK FACTORS**

All investment programs carry the risk of loss and there is no guarantee that any investment strategy will meet its objective. Considering risk of loss is a key aspect of our investment approach. Depending on the types of strategies you invest in, you may face the following investment risks:

*Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

**Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

*Inflation Risk:* When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

**Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

**Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

**Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process,

before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

**Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

**Liquidity Risk:** When consistent with a client's investment objectives, guidelines, restrictions and risk tolerances, we may invest portions of Client portfolios in illiquid securities, subject to applicable investment standards. Investing in an illiquid (difficult to trade) security may restrict its ability to dispose of investments in a timely fashion or at an advantageous price, which may limit the ability to take full advantage of market opportunities.

**Fixed income Risks:** Portfolios that invest in fixed income securities are subject to several general risks, including interest rate risk, credit risk, and market risk, which could reduce the yield that an investor receives from his or her portfolio. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry, or events in the financial markets.

**High-yield fixed-income Securities Risk:** Investments in high-yielding, non-investment grade bonds (customarily referred to as "Junk Bonds") involve higher risk than investment grade bonds. Adverse conditions may affect the issuer's ability to make timely interest and principal payments on these securities.

**Foreign, Emerging Markets Risk:** Investments in these types of securities have considerable risks. Risks associated with investing in foreign securities include fluctuations in the exchange rates of foreign currencies that may affect the U.S. dollar value of a security, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets.

American Depositary Receipts (ADRs) Risk: ADRs are receipts typically issued by an American bank or trust company evidencing ownership of the underlying securities foreign issuers. Generally, ADRs, in registered form, are designed for the U.S. securities markets. We may invest in sponsored or unsponsored ADRs. In the case of an unsponsored ADR, we are likely to bear its proportionate share of the expenses of the depository and it may have greater difficulty in receiving shareholder communications than it would have with a sponsored ADR.

**Eurozone Risk:** The Eurozone is currently undergoing a collective debt crisis. Greece, Ireland and Portugal have already received one or more "bailouts" from other members of the European Union, and it is unclear how much additional funding they will require. Investor confidence in other EU member states, as well as European banks exposed to risky sovereign debt, has been severely impacted, threatening capital markets throughout the Eurozone. Although the resources of various financial stability mechanisms in the Eurozone continue to be bolstered, many market participants have expressed doubt that the level of funds being committed to such facilities will be sufficient to resolve the crisis. There also appears to be a lack of political consensus in the Eurozone concerning whether and how to restructure sovereign debt, particularly Greek sovereign bonds. The consequences of any sovereign default would likely be severe and wide-reaching, and could include the removal of a member state from the Eurozone, or even the abolition of the Euro. Any such consequences could result in major losses to the Funds and/or strategies.

**Structured Products Risk:** These products often involve a significant amount of risk as they are often times based on derivatives. Structured products are intended to be "buy and hold" investments and are

not liquid instruments.

**Derivatives Risk:** Options, futures and other derivatives involve risks and are not suitable for everyone. Such trading can be speculative in nature and carry substantial risk of loss, including the loss of principal.

**Small/Mid Cap Risk:** Stocks of small or small, emerging companies may have less liquidity than those of larger, established companies and may be subject to greater price volatility and risk than the overall stock market

**Non-Diversification Risk:** Investments that are concentrated in one or few industries or sectors may involve more risk than more diversified investments, including the potential for greater volatility.

**Frequent Trading and Portfolio Turnover Risk:** It is expected that certain strategies, including the long/short and value strategies, will make frequent trades in securities and other investments. Frequent trades typically result in higher transaction costs. In addition, these strategies may invest on the basis of short-term market considerations. The turnover rate within these strategies may be significant, potentially involving substantial brokerage commission and fees. As a result, it is anticipated that a significant portion of any income or gains in these strategies, if any, may be derived from ordinary income and short-term capital gains.

**Short Positions Risk:** A short sale of an instrument entails the theoretical risk of an unlimited increase in the market price of that instrument, which can in turn, result in significant losses to a Client. Purchasing instruments to close out a short position in such instruments can itself cause the price of the instrument to rise further, increasing losses. Furthermore, a Client may prematurely be forced to close out a short position in a security if a lender of such security demands the return of the security sold short.

Leverage Risk: Certain strategies and/or Fund ("Portfolios") have the power to borrow funds and utilize leverage through various methods (including margin, futures and swaps), and may do so when deemed appropriate by the portfolio management team, including to finance its trading operations, to enhance a strategy or fund's returns and to satisfy withdrawals that would otherwise result in the premature liquidation of investments. Such leverage, which may be substantial, may be achieved through, among other methods, purchases of securities on margin and the use of options, futures, forward contracts, repurchase and reverse repurchase agreements and swaps. The purchase of options, futures, forward contracts, repurchase agreements, reverse repurchase agreements and equity swaps generally involves little or no margin deposit and, therefore, provides substantial leverage. Accordingly, relatively small price movements in these financial instruments may result in immediate and substantial losses to a Client's portfolio.

Portfolios may borrow funds from brokers, banks and other lenders. In some of our strategies and/or Funds, there is no limit on the amount of leverage that may be utilized. The use of leverage can dramatically magnify both gains and losses, increasing the possibility of a total loss of investment. Trading securities on margin results in interest charges and, depending on the amount of trading activity, such charges could be substantial. The level of interest rates generally, and the rates at which Portfolios can borrow in particular, can affect the operating results of those Portfolios. Any restriction on the availability of credit from lenders could adversely affect the Portfolio's performance.

Leverage achieved by a Client through margin borrowings requires a Client to post collateral with brokers and counterparties that provide financing to a Client. Brokers and counterparties have broad discretionary authority over valuation of a Client's assets they hold, and the amount of collateral required. A broker or counterparty may have the right (I reduce the valuation of a Client's assets they hold, including collateral posted by a Client; (ii) require a Client to post additional collateral; and/or (iii) reduce unilaterally the credit extended to a Client for a number of reasons, including reasons that have no bearing on the creditworthiness of a Client. Any such action by a broker or counterparty could lead to a margin call on a Client or result in a Client having to sell assets at a time when a Client would not

otherwise choose to do so. If a Client does not meet a margin call in accordance with the relevant financing agreement, the broker or counterparty may declare a Client in default and liquidate a Client's assets held by the broker or counterparty.

**Other Risks:** The alternative investment strategies are speculative and entails substantial risks in addition to those discussed above. The investment practices of these strategies could result in substantial losses. There can be no assurance that the alternative strategies will be profitable or the investment objective will be achieved.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult your financial advisor, legal counsel and tax professional on an initial and continuous basis in connection with selecting and engaging in the services provided by us. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above.

# **Item 9: Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Within the past ten years, our Firm and our management personnel have no reportable disciplinary events to disclose.

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

As noted in Item 4, our Firm is an investment advisor registered with the SEC and wholly-owned subsidiary of CILLC. The following is a list of other related parties of the Firm:

- Calamos Family Partners LLC is a private Firm owned by members of the Calamos family and owns all the outstanding shares of CLMS Class B common stock.
- Calamos Global Funds PLC is an Ireland-domiciled open-end umbrella company consisting of UCITS, which are registered in the Republic of Ireland.
- Calamos Financial Services LLC is registered under the Securities Exchange Act of 1934 as a limited purpose broker-dealer. Its operations consist primarily of the distribution and sale of the Mutual Funds.
- Calamos Wealth Management LLC is a registered investment advisor that provides wealth management services, including asset allocation and investment advisory services, to high net worth individuals, family offices and private foundations.
- Calamos Investments LLP is authorized by the U.K. Financial Conduct Authority and provides marketing and distribution services for the UCITS and company strategies globally.
- Calamos Investment Trust is an open-end company registered under the 1940 Act.
- Calamos Advisors Trust is an open-end company registered under the 1940 Act.
- Calamos Convertible Opportunities and Income Fund is a closed-end investment company registered under the 1940 Act.
- Calamos Convertible and High Income Fund is a closed-end investment company registered under the 1940 Act.
- Calamos Strategic Total Return Fund is a closed-end investment company registered under the 1940 Act.

- Calamos Global Total Return Fund is a closed-end investment company registered under the 1940 Act.
- Calamos Dynamic Income Fund is a closed-end investment company registered under the 1940 Act.
- Calamos Advisors LLC Master Group Trust operates for the collective investment of the assets of domestic pension or profit-sharing trusts.
- Calamos Global Opportunities Fund Limited Partnership is a Delaware limited partnership for which
  Calamos Advisors serves as the General Partner and investment advisor. The Fund invests primarily in a
  global portfolio of convertible, equity and fixed-income securities with an objective of high long-term
  total return through capital appreciation and current income.
- Calamos Capital Management LLC is a Delaware limited liability company which serves as the General Partner to the Calamos Arista Strategic Master Fund Ltd, Calamos Arista Strategic Fund Ltd, and Calamos Arista Strategic Fund Limited Partnership.
- Calamos Arista Strategic Master Fund Ltd is a Cayman Islands exempted company set up as a "master-feeder" fund structure. The investment objective of the Fund is to produce attractive risk-adjusted returns over a full market cycle.
- Calamos Arista Strategic Fund Ltd is a Cayman Islands exempted company that, when offered, will invest
  substantially all of its assets (other than short-term funds pending subscriptions, redemptions and the
  payment of expenses) through a "master-feeder" fund structure directly in Calamos Strategic Master
  Fund, Ltd., a Cayman Islands exempted company.
- Calamos Arista Strategic Fund Limited Partnership is a U.S. limited partnership that currently invests
  substantially all of its assets (other than short-term funds pending subscription, redemption and the
  payment of expenses) through a "master-feeder" fund structure directly in Calamos Strategic Master
  Fund Ltd., a Cayman Islands exempted company.

#### **INVESTMENT COMPANIES**

Our Firm serves as the investment adviser to open-end and closed-end funds and the UCITS. The open-end funds are as follows: Discovery Growth Fund, Dividend Growth Fund, Focus Growth Fund, Growth Fund, Growth and Income Fund, Mid Cap Growth Fund, Opportunistic Value Fund, Emerging Market Equity Fund, Evolving World Growth Fund, Global Equity Fund, Global Growth and Income Fund, International Growth Fund, Convertible Fund, Market Neutral Income Fund, High Income Fund, Total Return Bond Fund, Long/Short Fund, and Calamos Growth and Income Portfolio ("Mutual Funds").

The closed-end funds are as follows: Calamos Convertible Opportunities and Income Fund, Calamos Convertible and High Income Fund, Calamos Strategic Total Return Fund, Calamos Global Total Return Fund, and Calamos Global Dynamic Income Fund ("Closed-End Funds").

The UCITS are as follows: Calamos U.S. Growth Fund, Calamos Global Equity Fund, Calamos Emerging Markets Fund, Calamos Global Convertible Opportunities Fund, and the Calamos Global High Income Fund ("UCITS"). UCITs are not U.S. registered investment companies nor regulated by U.S. law.

Our Firm also serves as a sub-advisor to other unaffiliated mutual funds. We do not believe these services create a material conflict of interest between the Firm and its other clients.

#### **POOLED INVESTMENT VEHICLES**

Our Firm serves as the investment adviser to the Calamos Advisors LLC Master Group Trust ("Group Trust"), which is available to eligible qualified retirement plans and government plans that meet certain requirements. These fees are described in the investment management and investment advisory agreements between us and the Group Trust.

Our Firm also serves as General Partner to the Calamos Global Opportunities Fund Limited Partnership (the "LP"). Fees relating to the LP are further described in its Confidential Private Offering Memorandum.

Calamos Capital Management LLC serves as the General Partner to the Calamos Arista Strategic Fund Limited Partnership. Our Firm also serves as the advisor to the Calamos Arista Strategic Master Fund and its associated feeder funds, the Calamos Arista Strategic Fund Ltd., a Cayman Islands fund, and the Calamos Arista Strategic Fund Limited Partnership (the "Master-Feeder Funds"). Fees relating to the Master-Feeder Funds are further described in each of their Confidential Private Offering Memoranda.

#### **REFERRAL FEES**

We may periodically enter into agreements to directly compensate another person or firm for client promotion and servicing, commonly referred to as "Referral Agreements." These Referral Agreements are governed by Rule 206(4)-3 under the Advisers Act. The fees paid by the customer to us will not increase as a result of the Referral Agreement. These rates are negotiable depending upon the client's account size and investment strategy, but are normally a percentage of the net fee negotiated between the client and us or a stated rate. Payments under the Referral Agreement may continue for a stated period or until the customer relationship is terminated.

The compensation of certain Calamos personnel whose job responsibilities are related primarily to marketing, sales, or business development is determined in large part on the amount of new client fees generated by their efforts. Referral Agreements are more specifically discussed in Item 14.

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

# **CODE OF ETHICS & PERSONAL TRADING**

Our Firm has adopted a Code of Ethics (the "Code") which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Firm and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

Our Code includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm's access persons. Among other things, our Code also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our Code also provides for oversight, enforcement and recordkeeping provisions.

Our Code further includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code is available to our advisory clients and prospective clients by contacting us at <a href="mailto:caminfo@calamos.com">caminfo@calamos.com</a>, or by calling us at 800-823-7326.

# **PARTICIPATING IN CLIENT TRANSACTIONS**

Calamos and its related parties may have a position or interest in equity or fixed-income securities, including shares of the Mutual Funds, the Closed-End Funds, the UCITS, the Pooled Investment Vehicles, separately managed accounts, and its investment of temporary working cash balances in shares of money market mutual funds, government securities, or time or demand deposits in banks.

We also recommend to clients the purchase of shares in the Mutual Funds, the Closed-End Funds, the UCITS and the Pooled Investment Vehicles when consistent with the client's investment objectives in which Calamos or one

or more of its employees or affiliates have a financial interest. Our aggregate fee revenues may be increased by purchases by clients or others of shares of these funds. Officers and employees of our Firm are encouraged to invest in shares of the Mutual Funds, the Closed-End Funds, the UCITS, and the Pooled Investment Vehicles and a significant portion of the assets of our retirement savings plan for officers and employees are invested in the Mutual Funds. The Mutual Funds are sold to the public on a "load" basis involving the payment of commission to a broker. However, there are certain share classes where the sales load is waived by the Mutual Funds.

Calamos and its related parties have investments in certain of the Mutual Funds, the Closed-End Funds, the UCITS, and the Pooled Investment Vehicles. From time to time, our Firm or a related party may, for tax purposes, redeem a portion of its Mutual Fund holdings, reinvesting in shares of the same Mutual Fund shortly thereafter. These transactions, which are carried out in our mutual funds and UCITS, are subject to the Mutual Funds' and/or UCITS, as the case may be, Excessive or Disruptive Trading Monitoring Procedures and will not be consummated, if in our view such transactions would be, disruptive to the management of the Mutual Fund under those procedures. Such trades may also be subject to the Firm's policies regarding Proprietary Accounts as discussed above.

In determining whether trading is disruptive, consideration will be given to the purpose of the trades, the effects on the portfolio or shareholders, and whether they will be made whole for any costs or administrative charges it may incur. In addition, these transactions may not be made if our Firm or the related party, as the case may be, is aware of any material non-public information with respect to the Mutual Fund or UCITS, as the case may be.

There may be a rare situation where we may recommend a security (other than the Mutual Funds, the Closed-End Funds, the UCITS, and the Pooled Investment Vehicles) to a client when we are already a holder of the security. In those instances, we will neither add to nor liquidate our position in our proprietary account until the Client's transactions in that security are completed.

In addition to the potential conflict provided above, we serve as an advisor to both long-only accounts and accounts that execute short sales. This means we could sell short securities in a long-short account while causing long-only accounts to hold the same security long. In this case, we could harm the performance of the long-only accounts for the benefit of accounts that execute short sales, which may include performance-based fee accounts. For example, continually selling a position short may depress the stock price which could harm a long-only account if it holds the same security.

#### **Cross-Trades**

From time to time, when it may be appropriate for one client to purchase a security and for another client to sell the same security, we or our affiliates may, but are not required to simultaneously place cross-trades with one or more broker-dealers or to effect the cross-trade through the applicable custodians in an attempt to seek the best execution for each client by obtaining reduced transaction or execution costs for each client.

Since, in such transactions, we or our affiliates will represent both client-seller and client-buyer, we may have a conflict of interest given the obligation to seek the best price and most favorable execution. You should consider the possible costs or disadvantages of this potential conflict versus the potential benefit of obtaining reduced transaction or execution costs that may be obtained from such cross-trades. We will not place cross-trades for client accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended, and will only place cross-trades for the Mutual Funds or any U.S. registered investment company for which we provide investment management services in accordance with Section 17(a) of the 1940 Act.

#### **Item 12: Brokerage Practices**

Calamos has established a Brokerage Practices Committee (the "Committee"), which has responsibility for (i) approving broker-dealers through which discretionary client accounts may be executed; (ii) evaluating the

performance of broker-dealers which shall include, among other things, commission rates, execution services, reliability and coverage, (iii) reviewing brokerage allocations; (iv) reviewing, approving, and monitoring soft dollar arrangements; and (v) monitoring best execution.

#### **BROKERAGE SELECTION & BEST EXECUTION**

Subject to your direction to use a particular broker, dealer, or Sponsor, in selecting a broker-dealer to execute a particular transaction, we seek to use our best judgment to choose the broker-dealer most capable of providing the services necessary to obtain the best price and most favorable execution for you. Best available price and most favorable execution contemplates the prices at which transactions are executed, but also the executions themselves and, if applicable, the commissions charged. We consider all aspects of the trade when evaluating the most favorable total cost or proceeds that are reasonably obtainable under the circumstances. This will include the overall relationship with the broker-dealer as well as the full range of brokerage services it provided in connection with a particular transaction Such brokerage services may include: capable floor brokers or traders, competent block trading coverage, ability to position, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers, arbitrage skills, administrative ability, ability to execute on a confidential basis, underwriting and supply of information on the particular security or market in which the transaction is to occur.

Certain broker-dealers that we use to execute client trades are also clients of our Firm and/or refer clients to us creating a conflict of interest. We have controls in place for monitoring execution in our client's portfolio transactions, including reviewing trades for best execution.

# **RESEARCH AND OTHER SOFT DOLLAR BENEFITS**

When we reasonably determine that more than one broker can offer the brokerage services needed to obtain the best available price and most favorable execution, we may consider selecting those brokers that also supply research and brokerage products and services to us or our affiliates in fulfilling our investment advisory responsibilities. We believe that such services provide a net benefit to our clients as a whole.

These research and brokerage products and services may include, among others, information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax interpretations, political developments, technical market action, pricing and appraisal services, proxy and corporate action analysis, credit analysis, risk measurement analysis, performance analysis, trade order management systems, trade execution systems, and analysis of corporate responsibility issues. Research products and services are received primarily in the form of written reports, telephone contact and personal meetings with security analysts. In addition, such research services may be provided in the form of access to various computergenerated data, computer software, and meetings arranged with corporate and industry spokespersons, economists, academicians, and government representatives.

Brokerage products and services may include dedicated lines and message services that connect market participants (such as asset managers, broker-dealers, and custodians), software used to route orders to market centers or to direct market access systems or that provide algorithmic trading strategies including software incorporated in order management systems, and certain post-trade services incidental to executing a transaction, such as post-trade matching of trade information, electronic communication of allocation instructions, and the use of electronic confirmation and affirmation of institutional trades as required in connection with settlement processing.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and we make a good faith effort to determine the percentage of such products or services which may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are paid by us to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934, as interpreted

by the SEC.

We participate in client commission arrangements ("CCA") under which we may effect transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another Firm that aggregates these client monies and, with our oversight and approval, pays service providers of qualified research and brokerage.

We may also effect transactions through Electronic Communication Networks and other alternative trading platforms (collectively "ECNs") in connection with CCAs. In such instances, the commission is shared among the ECNs and the broker which administers the CCA, if any, and a further portion is credited to a pool to be used to pay for research services received by us from other Firms.

The CCA, as well as the research provided in connection with such arrangements, are intended to comply with Section 28(e) as interpreted by the SEC. We believe that participating in a CCA enables us to efficiently consolidate payments for qualified research and brokerage services through one or more channels. Using the accumulated client commissions or credits from transactions executed through multiple broker-dealers and ECNs, we can then obtain qualified research and brokerage services provided by Firms and vendors of its choice. Such arrangements also help to provide the continued receipt of research services while facilitating best execution in the trading process. In all cases, we believe such research and brokerage services are important to our investment decision-making.

When we use client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that we do not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

## **CLIENT DIRECTED BROKERAGE & AGGREGATED TRADES**

Although we discourage clients from directing trades to a particular broker-dealer (client directed brokerage), we do have clients who request us to do so. Transactions for these clients will generally be executed following the execution of portfolio transactions in other client accounts where we have full discretion to execute trades. In the event that we do accommodate a directed brokerage relationship, our standard operating procedure will be to place the trade with an executing broker on our approved broker list with instructions to complete the trade through the client-directed broker.

Clients who request directed trades may or may not receive best execution and may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs or otherwise negotiate commissions and may also receive less favorable prices and execution. As a result we will not provide assurances that in accounts where we are instructed to direct trades that best execution can be obtained.

Because we generally recommend similar strategies for our various client accounts, numerous clients have similar investment objectives and similar portfolios, and, therefore, will seek to purchase or sell the same security at the same time. Consequently, we frequently follow the practice of bunching the orders of various clients for execution. These clients may include the Mutual Funds, the Closed-End Funds, UCITS and various institutional and individual clients along with proprietary accounts of the firm. The allocation methodology employed by us varies depending on the type of securities sought to be bought or sold and the type of client or group of clients.

Our Firm has a trade allocation policy that allows it to select broker-dealers for accounts where the client has given us full brokerage discretion. Trades in discretionary accounts are grouped together and traded first. Directed brokerage accounts, in which the client has directed us to use a specific broker, including wrap programs and other similarly situated clients, in some instances, may not participate in aggregated orders, and in such, cases, the client's order will generally trade after the aggregated order with other similar orders in a

random order by broker and may trade last. When a trade is partially completed, the shares are allocated on a pro-rata basis to the appropriate client accounts. Grouped trades are allocated to the participating accounts at average cost.

#### **ALLOCATION OF INVESTMENT OPPORTUNITIES**

With respect to purchases of securities which are part of an initial public offering in equity securities ("New Issue"), we seek to allocate the purchase of New Issues on a pro-rata basis among accounts for which the New Issue security is appropriate. If a New Issue allocation is too small to allocate across all suitable accounts, we will not allocate on a pro-rata basis. In determining whether or not to make a pro-rata allocation, we consider such things as cash availability, investment objectives and guidelines, risk profile and other account specific factors. From time to time, we will purchase a New Issue with the intent of selling the security the same day in order to realize a short-term profit (a "flip").

Additionally, certain clients seek strategies substantially similar to those employed by our Mutual Funds. Depending upon the characteristics, which would include the size of a particular Mutual Fund, it may be difficult, if not impossible, to replicate the particular strategy. For example, it is extremely difficult, if not impossible, to replicate the Calamos Growth Fund strategy and portfolio holdings of the Growth Fund for smaller accounts. In these circumstances, we seek to use an optimization technique whereby we first determine the securities to be bought or sold by the Growth Fund and then determine whether such transactions should be replicated for the other client accounts. In considering the appropriateness of the security in this optimization process, we consider, among other things, cash availability, suitability of the investment based on the account size and current portfolio, attributes, account specific guidelines, objectives and other account specific factors.

Clients who seek substantially similar strategies as those employed by the Growth Fund should recognize that (i) with respect to replicated transactions, their transactions will generally be executed after those of the Growth Fund, and as a result, the prices at which their securities transactions are executed may be more or less favorable than the Growth Fund, (ii) their account will not hold all the same securities, or securities in the same percentages, as the Growth Fund, and (iii) their account's performance will likely vary from that of the Growth Fund.

When Calamos believes it is desirable, appropriate and feasible to purchase or sell the same security for a number of client accounts at the same time ("Aggregated Orders"), Calamos may aggregate its clients' orders, including orders on behalf of the Firm or affiliated clients, in a way that seeks to obtain more favorable executions, in terms of the price at which the securities are purchased or sold, the costs of execution, and the efficiency of processing the transactions. Each client account that participates in an aggregated order will participate at the average share price or some other manner which Calamos determines is fair and equitable under the circumstances to all clients. In certain situations, the larger aggregated orders may obtain higher or lower prices than the price which could have been obtained had where been no bunching. In other situations where it is not possible to receive the same price or execution on the entire volume of securities purchased or sold, the various execution prices actually achieved during the course of a day may be averaged and, in those cases, each participating client will be charge or credited with the average price. In such situations, the average price may be higher or lower than the price which could have been obtained had there been no aggregation. When average pricing does not occur, the client may experience different execution prices.

As a result, Calamos may have conflicts of interest in allocating its investments among client accounts and proprietary accounts and in effecting transactions between client accounts and proprietary accounts where the Firm and/or its affiliates have a financial interest.

Although we will attempt to allocate investment opportunities in a manner which is in the best interests of all clients' accounts, there can be no assurance that an investment opportunity which comes to our attention will be allocated to all client accounts other as certain accounts may be unable to participate in such investment opportunity or participation in a transaction may only be available on a limited basis. In addition, there may be

circumstances under which we will consider participation by other client accounts in investment opportunities in which we do not intend to invest, or intend to invest only on a limited basis, on behalf of accounts in which the Firm or its affiliates hold a financial interest.

#### Item 13: Review of Accounts

Client accounts are regularly monitored by our investment team for consistency with client objectives and restrictions. Our Portfolio Administrators perform a periodic review of each client account. In these reviews, positions in client accounts are compared to the weights in the appropriate investment strategy model.

Calamos issues periodic written reports to its investment advisory clients. These written reports generally contain a list of assets, investment results, and statistical data related to the client's account. We urge clients to carefully review these reports and compare the statements that they receive from their independent qualified custodian to the reports that we provide. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

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

Other than the compensation described in Items 5 and 6, Calamos does not receive an economic benefit from anyone other than its clients. In addition, you may find more information about these relationships in Item 10 under the heading Referral Fees.

Calamos and its affiliates may enter into agreements with broker-dealers or investment advisers that are referred to as Referral Agreements. Calamos or its affiliates pay a percentage of the management fee and/or performance based fee collected from the client to a referring broker-dealer or investment adviser. Clients under these agreements will not be charged fees higher than the standard fees described in Item 5.

Occasionally, Calamos may enter into arrangements with unaffiliated third parties for their assistance in referring business to Calamos or providing advice to Calamos with respect to the expansion of the Firm's distribution of products or services in various U.S. and world market and distribution channels. Calamos may pay cash compensation under these arrangements based on a monthly flat fee as well as, in the sole discretion of the Firm, a bonus at the conclusion of the arrangements. The fees paid to the unaffiliated third party are not passed on to any introduced clients, but the presence of these arrangements may affect Calamos' willingness to negotiate below its standard investment advisory fees and, therefore, may affect the overall fees paid by referred clients.

Any such arrangements will comply with Rule 206(4)-3 under the Investment Advisers Act of 1940.

# Item 15: Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our Firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to

carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement. In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

#### **Item 16: Investment Discretion**

As noted in Item 4, Calamos accepts discretionary authority, via the Investment Management Agreement or other Power of Attorney, to manage the assets in the client's account. We will endeavor to follow reasonable directions, investment guidelines and limitations. This discretionary authority will remain in full force and effect until we receive written notice from you of its termination or until we receive actual notice of your death or adjudged incompetency. You should understand that the purchases and sales of the securities, including those resulting from reallocation or rebalancing of your account, may be taxable events.

# **Item 17: Voting Client Securities**

We vote proxies for all client accounts; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account.

We will vote proxies in the best interests of its clients and in accordance with our established policies and procedures. Our Firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. Clients may obtain a copy of our complete proxy voting policies and procedures by contacting us at <a href="mailto:caminfo@calamos.com">caminfo@calamos.com</a>, or by calling us at 800-823-7326. Clients may request, in writing, information on how proxies for his/her shares were voted.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

#### **Item 18: Financial Information**

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and we have never been the subject of a bankruptcy proceeding. CAM files quarterly and annual financial statements with the SEC. These are available through the SEC and on our web site at the following location:

http://investors.calamos.com/phoenix.zhtml?c=182276&p=irolreportsannual.

Additionally, CAM has not been subject to bankruptcy proceedings during the past ten years.