

Manley Capital Management, LLC

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Registered Investment Advisor
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This brochure provides information about the qualifications and business practices of Manley Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (908) 263-7651. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the SEC or any state securities agency does not imply a certain level of skill or training.

Additional information about Manley Capital Management, LLC is also available on the SEC's website at www.advisorinfo.sec.gov

Material Changes

As of the date of this annual filing, we have made the following changes:

- We have revised much of our brochure.

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Advisory Business:

Manley Capital Management, LLC (the “Company”), founded 2013, specializes in value-oriented investment management. The firm is 100% owned by its principal, J. Lawrence Manley, Jr.

Manley Capital Management, LLC, a Delaware limited liability corporation, provides investment advisory services to institutions, endowments and individuals.

Wealth Management Investment Strategy:

Manley Capital Management, LLC specializes in value investing. It focuses on, but is not limited to, providing clients a value-driven, diversified and economically balanced investment strategy. Portfolios, typically, are comprised of a diversified and balanced asset allocation (equities, fixed income, commodities and currencies), in which, the equity exposure is driven by the market’s valuation and risk-reward. Manley Capital Management, LLC invests mostly in, but is not limited to, liquid, low cost ETFs.

To manage risk and preserve capital, Manley Capital Management, LLC will reduce and/or hedge equity exposure, increase asset diversification and manage volatility weightings as the profit cycle matures and the stock market’s risk-reward deteriorates.

Financial Planning:

This service involves working one-on-one with a financial planner (“planner”) over an extended period of time. Through this ongoing arrangement, Clients are expected to collaborate with the planner to develop and assist in the implementation of their financial plan (the “plan”). The planner will monitor the plan, recommend any appropriate changes and ensure the plan is up-to-date as the Client’s situation, goals, and objectives evolve.

Upon engaging the firm for financial planning, Manley Capital Management, LLC is responsible for obtaining and analyzing all necessary qualitative and quantitative information from the Client that is essential to understanding the Client’s personal and financial circumstances; helping the Client identify, select, and prioritize certain financial goals while understanding the effect that pursuing one goal may have on other potential goals; assessing the Client’s current course of action and alternative courses of action to identify required changes that provide the best opportunity for the client to meet their financial goals; developing & presenting financial planning recommendations based on the aforementioned actions while including all information that was required to be considered in preparing the recommendations; and ongoing monitoring of the Client’s progress

toward the goals and objectives that the recommendations are based around. These components all require in-depth communication with the Client in order for the planner to establish a financial plan and implementation strategy that provides the Client with the most appropriate options in pursuing their established goals and objectives.

We tailor the delivery of our services to meet the individual needs of our Clients. We consult with Clients initially and on an ongoing basis, through the duration of their engagement with us, to determine risk tolerance, time horizon and other factors that may impact the Clients' investment and/or planning needs.

Clients are able to specify, within reason, any restrictions they would like to place as it pertains to individual securities and/or sectors that will be traded in their account/advised on or recommended. All such requests must be provided to Manley Capital Management, LLC in writing. Manley Capital Management, LLC will notify Clients if they are unable to accommodate any requests.

We do not participate in wrap fee programs.

As of January 20, 2023, client assets amounted to \$18,136,049. All assets are discretionary and managed on a separately managed account basis.

Fees and Compensation

Please note, unless a Client has received this brochure at least 48 hours prior to signing an Advisory Contract, the Advisory Contract may be terminated by the Client within five (5) business days of signing the Advisory Contract without penalty.

How we are paid depends on the type of advisory services we perform. Below is a brief description of our fees, however, you should review your executed Advisory Contract for more detailed information regarding the exact fees you will be paying. No increase to the agreed-upon advisory fees outlined in the Advisory Contract shall occur without prior Client consent.

Services Provided -- Active management of investment portfolios on a separately managed account basis. Financial planning and retirement planning services are also offered.

Wealth Management Investment Strategy: Generally, the investment management fee charged to each client account is 1.00% of assets per annum. The Fee schedule is as follows:

- 1.0% per annum (0.25% per quarter)

Calculated and payable at the end of each quarter for the preceding three months based upon the market value on the final business day of the quarter then ending. Quarterly fees are reported to the client on their monthly performance reports.

In certain instances, in agreement between the Applicant and the Client, the investment management fee charged to such Client as outlined above may be adjusted. Clients also pay custodial, brokerage fees and other transactional costs, as discussed in Brokerage Practices on page 12. All investment management fees are adjusted on a pro-rated basis for mid-quarter contributions and withdrawals. Clients may elect to either have fees deducted from their assets or billed separately for fees incurred.

Financial Planning: Manley Capital provides financial planning service for the fixed price of \$1250 per quarter, paid in arrears. Fees are paid by electronic funds transfer (EFT) or check. Since fees are paid in arrears, no refund will be needed upon termination of the Advisory Contract. Clients will be responsible for payment of fees up to the date of termination, based on the percentage of work completed by the Advisor.

Sale of Securities or Other Investment Products

Advisor and its supervised persons do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

Performance-Based Fees

Manley Capital Management, LLC does not charge performance-based fees and does not engage in side-by-side management.

Types of Clients

Manley Capital Management, LLC provides investment advisory services to institutions, trusts, endowments and individuals.

Minimum account size is \$500,000. Though the minimum account size may be waived at management discretion if the investor is an acquaintance, friend or family member.

Methods of Analysis, Investment Strategies and Risk of Loss

Manley Capital Management, LLC is a value investment firm. The company uses fundamental, valuation, quantitative and technical analysis to formulate investment advice and to manage client's assets. Investing in securities using these methods of analysis involves risk of loss that clients should be prepared to bear.

Manley Capital Management, LLC implements a Value-Driven asset allocation strategy that is diversified and economically balanced. Manley Capital Management, LLC believes that markets are cyclical and will regress to the mean over time. Within a diversified asset allocation (stocks, bonds, commodities and currencies), Manley Capital Management, LLC allocates its equity risk exposure based on the market's valuation and risk-reward.

Typically, the equity allocation is over-weighted when stocks are inexpensive, provide a "margin of safety" and a favorable risk-reward. As bull markets mature and the risk-reward deteriorate, Manley Capital Management, LLC will reduce and/or hedge equity exposure, increase asset balance and diversification, and manage volatility to mitigate market risk.

Investing in securities using this value-driven investment strategy involves risk of loss that clients should be prepared to bear. Manley Capital's attempt to mitigate loss through diversification, economic balance, hedging, raising cash and managing volatility may not be successful if the markets experience sudden and/or significant loss.

Manley Capital Management LLC invests in, but is not limited to: ETFs, stocks, bonds, stock and index options, all that involve risk of loss that clients should be prepared to bear.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Commercial Paper is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically

during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above (premium) or below (discount) their net asset value and an ETF purchased at a premium may ultimately be sold at a discount; (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest.

Disciplinary Action

Criminal or Civil Actions

Manley Capital Management, LLC and its management persons have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Manley Capital Management, LLC and its management persons have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Manley Capital Management, LLC and its management persons have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Manley Capital Management, LLC or the integrity of its management.

Other Financial Industry Activities and Affiliations

Manley Capital Management, LLC and none of its management persons are registered or have an application pending to register as a broker - dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Neither Manley Capital Management, LLC or its management persons have any relationship or arrangement with any related parties.

Manley Capital Management, LLC does not recommend or select other investment advisers for our clients.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

While affirming its confidence in the integrity and good faith of its employees, officers and directors, Manley Capital Management, LLC (the "Company") recognizes that certain of its personnel have or may have knowledge of present or future portfolio transactions and, in certain instances, the power to influence

portfolio transactions made by or for its Advisory clients, and that if such individuals engage in personal transactions in Securities that are eligible for investment by or for its Advisory Clients, these individuals could be in a position where their personal interest may conflict with the interests of the Advisory Clients.

In view of the foregoing and of the provision of Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the Advisers Act”), the Company has determined to adopt a Code of Ethics to specify and prohibit certain types of transactions deemed to create actual conflicts of interest, the potential for conflicts, or the appearance of conflicts, and to establish reporting requirements and enforcement procedures.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its access persons, or any related person is authorized to recommend to a Client or effect a transaction for a Client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, principal transaction, among others.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Our firm, its access persons, and its related persons may buy or sell securities similar to, or different from, those we recommend to Clients. In an effort to reduce or eliminate certain conflicts of interest, our Code of Ethics may require that we restrict or prohibit access persons’ transactions in specific reportable securities. Any exceptions or trading pre-clearance must be approved by Manley Capital Management, LLC’s Chief Compliance Officer in advance of the transaction in an account. Manley Capital Management, LLC maintains a copy of access persons’ personal securities transactions as required.

Trading Securities At/Around the Same Time as Client’s Securities

From time to time our firm, its access persons, or its related persons may buy or sell securities for themselves at or around the same time as they buy or sell securities for Clients’ account(s). To address this conflict, it is our policy that neither our firm or access persons shall have priority over Clients’ accounts in the purchase or sale of securities.

Brokerage Practices

BROKER SELECTION AND EVALUATION POLICY

Manley Capital Management LLC (the “Company”) selects broker-dealers on the basis of obtaining the best overall terms available. While clients may direct their commissions to the broker of their choice, the Company conducts most of its trading through Charles Schwab & Co., Inc. Charles Schwab & Co., Inc. is a global agency broker facilitating trading through electronic trading platforms and traditional “phone” orders. In its decisions to trade through Charles Schwab & Co., Inc., and through various individual broker-dealers, the Company evaluates a variety of factors, including, without limitation:

- the ability to achieve prompt and reliable executions at favorable prices;
- the competitiveness of commission rates in comparison with other brokers satisfying the Company’s overall selection criteria;
- the overall direct net economic result to clients’ assets;
- the operational efficiency with which transactions are effected;
- the financial strength, integrity and stability of the broker;
- the ability to effect the transaction where a large block or other complicating factors are involved;
- the availability of the broker to execute possible difficult transactions in the future; and
- the quality, comprehensiveness and frequency of available research and related services considered to be of value, as contemplated by Section 28(e) of the Securities Exchange Act of 1934, as amended, and the regulations and interpretations of the SEC.

In choosing a broker-dealer, brokerage commission rates are the primary consideration. However, while brokerage commission rates are expected to be competitive, the Company will not necessarily seek the lowest commission. The Company will select broker-dealers based on the best qualitative execution provided by broker-dealers, after evaluating the above factors. The Company may use the receipt of benefits through soft dollar arrangements, by which brokers provide research and certain other services in return for being allocated “brokerage” transactions, as a factor in selecting a broker-dealer not charging the lowest commission. The Company may also use the receipt of research and other services not through soft dollar arrangements, as a factor in selecting a broker-dealer not charging the lowest commission. Research services and other services by the broker through whom the Company effects securities transactions may be used in servicing other clients and not necessarily by the Company in connection with the client that paid the commissions to the broker providing such services. In addition, certain of the factors above may benefit certain clients at the expense of other clients (e.g., clients for whom the Company effects only simple

transactions would be disadvantaged by paying higher commissions to secure the availability of a broker capable of executing difficult or complex transactions), and accordingly the Company will consider the selection criteria in light of the needs of each client.

As trades are placed, the Portfolio Manager effecting the securities trade is responsible for a preliminary review to determine that the trade has been effected in accordance with the Portfolio Manager's directions. The portfolio manager is responsible on a daily basis to evaluate broker based on the above criteria, with particular emphasis on the overall direct net economic result to client's assets, the efficiency with which the transactions have been executed, and the complexity of the transactions. Such review will also consider whether the benefits associated with using certain broker-dealers are tailored to addressing the needs of each client. The report of the Portfolio Manager will be reviewed and approved by the Company's Compliance Officer, J. Lawrence Manley, Jr., and will be maintained as part of the Company's records. In addition, the Portfolio Manager will conduct, at random intervals, "spot check" reviews of the execution practices and performance of the broker-dealers engaged by the Company. Any problem or cases where the client's needs were not addressed will be referred to the Company officer.

The Portfolio Manager will monitor daily-executed price and compare it to the stock price when order was entered, closing price and trading range. Any unusual price discrepancy will immediately be discussed with the Broker and with the Compliance officer to determine what action if any will be taken.

Soft Dollar Policy

Broker-dealers providing brokerage and research services may be paid commissions in excess of those that other broker-dealers not providing such services might charge.

Research services furnished by brokers through whom the Company effects securities transactions may be used in servicing all the clients of the Company and not all such services may necessarily be used by the Company in connection with the clients, which paid commissions to the broker providing such services. **The Company currently has no soft dollar arrangements.**

Brokerage for Client Referrals

We receive no referrals from a custodian, broker-dealer or third party in exchange for using that custodian, broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

For advisory clients who direct their securities transactions to a particular broker-dealer the Applicant, to the extent possible, negotiates commission rates, and attempts to obtain best price and execution for such clients. However, the Applicant may not be able to obtain as low of a commission rate and may not be able to get best price and execution for such clients as it obtains for clients who do not direct their brokerage.

Aggregating (Block) Trading for Multiple Client Accounts

The portfolio manager makes investments on behalf of clients in accordance with the stated investment objectives of each client. Purchases of securities are generally made with respect to each client individually. As such, the purchase of a security is generally allocated to the account of the client on whose behalf the security was purchased. At times, however, the company may purchase the same security in an aggregate amount for the accounts of multiple clients. In such circumstances, the company may, but does not always, “bunch” orders placed with the same broker on the same day to obtain the most efficient and cost-effective execution. When orders are “bunched”, the prices of all securities purchased or sold on such day with such broker are averaged. The company believes that “bunching” and average pricing results in a more efficient and equitable final price for all accounts.

In the event, the company is not able to purchase the entire allotment required to satisfy the orders on behalf of all clients, the company will allocate such security as “partial fills” among the purchasing accounts as follows:

- (1) Allocations of more than 1000 shares will be allocated on a pro rata basis by asset size
- (2) Allocations of less than 1000 shares will be allocated on a rotational system, based upon assets under management and profits.

The compliance officer shall review and test the allocations made by the company to determine that the company is fairly and accurately allocating securities to clients.

Review of Accounts

Client’s accounts are reviewed on a monthly basis by MCM, LLC’s principal, J. Lawrence Manley. Clients are provided, at least monthly, with written transaction confirmations and written monthly account statements directly from the custodian for the client accounts (Charles Schwab & Co., Inc., in most cases).

Events that may trigger a special review would be unusual performance, addition or deletions of Client-imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per Client's needs.

Clients will receive trade confirmations from the custodian(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest. Manley Capital Management LLC also provides, at least quarterly, a written letter that details recent and historic performance, asset size, investment strategy and market outlook. Management is always available to meet with clients to review their accounts at their request.

Client Referrals and Other Compensation

Manley Capital Management, LLC is a fee-only firm that is compensated solely by its Clients. Manley Capital Management, LLC does not receive commissions or other sales-related compensation. Except as mentioned in Item 12 above, we do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our Clients.

Manley Capital Management, LLC engages independent solicitors to provide client referrals. If a client is referred to us by a solicitor, this practice is disclosed to the client in writing by the solicitor and Manley Capital pays the solicitor out of its own funds—specifically, Manley Capital generally pays the solicitor a portion of the advisory fees earned for managing the capital of the client or investor that was referred. The use of solicitors is strictly regulated under applicable federal and state law. Manley Capital's policy is to fully comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended, and similar state rules, as applicable.

Manley Capital may receive client referrals from Zoe Financial, Inc through its participation in Zoe Advisor Network (ZAN). Zoe Financial, Inc is independent of and unaffiliated with the Advisor and there is no employee relationship between them. Zoe Financial established the Zoe Advisor Network as a means of referring individuals and other investors seeking fiduciary personal investment management services or financial planning services to independent investment advisors. Zoe Financial does not supervise Manley Capital and has no responsibility for the Advisor's management of client portfolios or the Advisor's other advice or services. Manley Capital pays Zoe Financial an on-going fee for each successful client referral. This fee is usually a percentage of the advisory fee that the client pays to the Advisor ("Solicitation Fee"). The Advisor will not charge clients

referred through Zoe Advisor Network any fees or costs higher than its standard fee schedule offered to its clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial Inc, please refer to the Zoe Financial Disclosure and Acknowledgement Form.

Custody

Manley Capital Management, LLC does not hold, directly or indirectly, Client funds or securities, or have any authority to obtain possession of them. All Client assets are held at a qualified custodian.

If Manley Capital Management, LLC deducts its advisory fee from Client's account(s), the following safeguards will be applied:

- i. The Client will provide written authorization to Manley Capital Management, LLC, permitting us to be paid directly from Client's accounts held by the custodian.
- ii. The custodian will send at least quarterly statements to the Client showing all disbursements from the accounts, including the amount of the advisory fee.

In jurisdictions where required, Manley Capital Management, LLC will send an itemized invoice to the Client at the same time it instructs the custodian to debit the advisory fee. Itemization includes the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

We urge you to carefully review custodial statements and compare them to the account invoices or reports that we may provide to you and notify us of any discrepancies. Clients are responsible for verifying the accuracy of these fees as listed on the custodian's brokerage statement as the custodian does not assume this responsibility. Our invoices or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

For those Client accounts where we provide Investment Management Services, Manley Capital Management, LLC has discretionary authority and limited power of attorney to determine the securities and the amount of securities to be bought or sold for a Client's account without having to obtain prior Client approval for each transaction. Investment discretion is explained to Clients in detail when an

advisory relationship has commenced. At the start of the advisory relationship, the Client will execute a Limited Power of Attorney, which will grant our firm discretion over the account(s). Additionally, the discretionary relationship will be outlined in the Advisory Contract and signed by the Client. Clients may limit our discretion by requesting certain restrictions on investments. However, approval of such requests are at the firm's sole discretion.

Voting Client Securities

The company's proxy voting policies and procedures are designed to ensure that the Company complies with the requirements under Rule 206(4)-6 and Rule 204-2 promulgated under Investment Advisers Act of 1940, and fulfills its obligations with respect to proxy voting, disclosure, and record keeping.

The Company is committed to voting proxies in a manner consistent with the best interests of its clients. The company will have the responsibility of voting proxies received by the company on the client's behalf. A primary component of the company's investment strategy is to invest in companies, the management of which has impressed the company as being capable of achieving superior financial performance. Accordingly, for most matters, the Company's policy is to vote in accordance with management's recommendations. In general, the company believes, that voting proxies in accordance with management's recommendations is in accordance with the best interests of the client.

Clients may request to direct their vote in particular situations, and may obtain information about how a particular proxy was voted by contacting us using the information on the Cover Page.

Clients may obtain a copy of the Company's proxy voting policies and procedures upon request.

Financial Information

Manley Capital Management, LLC has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our Clients, nor have we been the subject of any bankruptcy proceeding. We do not have custody of Client funds or securities, except as disclosed in Item 15 above, or require or solicit prepayment of more than \$500 in fees six months or more in advance.

Requirements for State-Registered Advisors

Principal Officers

J. Lawrence Manley, Jr. is the Managing Member and 100% principal owner of Manley Capital Management, LLC.

Information about J. Lawrence Manley, Jr.'s education, business background, and outside business activities can be found on his ADV Part 2B, Brochure Supplement attached to this Brochure.

Outside Business

All outside business information, if applicable, of Manley Capital Management, LLC is disclosed in Item 10 of this Brochure.

Performance-Based Fees

Neither Manley Capital Management, LLC nor J. Lawrence Manley, Jr. is compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at Manley Capital Management, LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have With Issuers of Securities

Manley Capital Management, LLC nor J. Lawrence Manley, Jr. have any relationship or arrangement with issuers of securities.

J. Lawrence Manley, Jr., CFA, CIPM

**Manley Capital Management, LLC
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March 15, 2023

This brochure supplement provides information about J. Lawrence Manley, Jr. that supplements the Manley Capital Management, LLC brochure. You should have received a copy of that brochure. Please contact J. Lawrence Manley, Jr. if you did not receive Manley Capital Management, LLC's brochure or if you have any questions about the contents of this supplement

Additional information about J. Lawrence Manley, Jr., is also available on the SEC's website at www.advisorinfo.sec.gov

Educational Background and Business Experience

J. Lawrence Manley, Jr. (52 years old) is the Managing Member and 100% principal owner of Manley Capital Management, LLC.

J. Lawrence Manley, Jr. received a Bachelor of Arts in Economics from Drew University in 1991 and is a Chartered Financial Analyst (CFA) and has a Certificate in Investment Performance Measurement (CIPM).

Manley has more than twenty-five years of investment management experience:

Manley Capital Management, LLC	2013 to Present
Manley Asset Management, LP (General Partner)	1994 - 2012
UBS Asset Management (Assistant Treasure)	1991 – 1993

Disciplinary Information

J. Lawrence Manley, Jr. has never been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Other Business Activities

J. Lawrence Manley, Jr. is not involved with outside business activities.

Additional Compensation

J. Lawrence Manley, Jr. does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through Manley Capital Management, LLC.

Supervision

J. Lawrence Manley, Jr. as Chief Compliance Officer of Manley Capital Management, LLC, supervises the advisory activities of our firm. J. Lawrence Manley, Jr. is bound by and will adhere to the firm's policies and procedures and Code of Ethics. Clients may contact J. Lawrence Manley, Jr. at the phone number on this brochure supplement.

Requirements for State-Registered Advisors

J. Lawrence Manley, Jr. has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.