

Item 1. Introduction

Ridgeback Capital Management is registered with the Securities and Exchange Commission as an investment advisor. We provide investment advisory services rather than brokerage services. Investment advisory services and brokerage services and fees differ, and it is important for the retail investor to understand the differences. This document gives you a summary of the types of services that we provide and how you pay. We welcome requests to provide additional information.

Free and simple tools are available to help you research firms and financial professionals at www.Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisors, and investing.

Item 2. Relationships and Services

What investment services and advice can you provide me?

Services: We offer investment and goals-based advice to individuals and families seeking to take a long-range view of their financial journey. We will begin by reviewing your financial information, discerning your goals and factoring in your desired level of risk. We will assist in developing a financial plan, making suggestions on portfolio allocation/diversification, income tax strategies, debt management and income/asset protection.

Monitoring: We offer you advice on a regular basis and will monitor your account(s) on a continuous basis. We will contact you (by phone or email) at least semi-annually or when there is a significant change in the market or to your individual circumstances.

Discretionary Authority: We manage your account on a “non-discretionary” basis, meaning you authorize each decision regarding the purchase or sale of securities.

Investment Offerings: Our investment advice is not limited to a particular type of security. We provide advice with respect to cash, fixed income, equities and alternative investments.

Account Minimums: We have not established account minimums, however our client asset minimum is \$500,000. This is negotiable at our discretion.

Additional Information: Our firm has been registered with the SEC since April 25, 2014. The owner of the firm is Michael C. Kuznicki, President and Chief Compliance Officer.

For more information about our advisory services, please visit the SEC’s website at <https://adviserinfo.sec.gov/firm/summary/113848> review our Form ADV, Part 2A (Items 4 and 7).

Conversation Starters. Ask your financial professional—

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

Item 3. Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

Principal Fees and Costs: If you open an advisory account, you will pay an on-going asset-based fee at the beginning of each quarter for our services, based on the value of the cash and investments in your account. Since “asset-based” fees are calculated as a percentage of the value of the assets in your advisory account, as your account value increases, our compensation increases – and vice versa. Our standard annual fee for assets under management is 1% of asset value. Our fees vary and are negotiable. The amount you pay will depend, for example, on the services you receive and the amount of assets in your account.

Other Fees and Costs: In some cases, you may pay a fee for financial planning services. Financial planning fees are agreed to upfront per a fixed or hourly rate. You may also pay miscellaneous custodian fees for transaction charges, account termination, and other operational fees.

Additional Information: You will pay fees and costs whether or not you make money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

We welcome questions anytime to clarify what fees and costs you are paying. Additional information related to fees you will pay may be found in our ADV, Part 2A (Items 5A-D), and Investment Advisory Agreement.

Conversation Starter. Ask your financial professional—

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

What are your legal obligations to me when acting as my investment adviser?

How else does your firm make money and what conflicts of interest do you have?

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

Potential Conflict: The more assets there are in your advisory account, the more you will pay in fees, and the firm may have incentive to increase the assets in your account in order to increase fees paid to us.

For additional information regarding our conflicts of interest, please review our please see Form ADV, Part 2A brochure and other applicable documents at <https://adviserinfo.sec.gov/firm/summary/113848>

Conversation Starter. Ask your financial professional—

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

How do your financial professionals make money?

Michael C. Kuznicki is the sole financial professional of Ridgeback Capital Management. A portion of the fees charged for advisory services are paid to him based primarily on the total revenue the firm earns less the firm's overhead expenses.

Michael Kuznicki receives additional compensation from two other sources. He is an agent for various insurance companies and is compensated from the sale of life, disability and long-term care insurance policies. He is also the owner of a CPA firm, Michael C. Kuznicki CPA, earning fees for Federal and State tax return preparation and occasionally receives fees for tax planning projects.

Item 4. Disciplinary History

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

No. For information about our legal or disciplinary history, please visit [Investor.gov/CRS](https://investor.gov/CRS) for a free search tool to do additional research on our firm or others.

Conversation Starter. Ask your financial professional—

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

Item 5. Additional Information

For additional information about our services, or to request up-to-date information or a copy of this disclosure, please call 713.667.4026 or visit our website at <https://www.ridgebackcm.com>.

Conversation Starter. Ask your financial professional—

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