

**Form 5500-SF**

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security Administration  
Pension Benefit Guaranty Corporation

**Short Form Annual Return/Report of Small Employee Benefit Plan**

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500-SF.**

OMB Nos. 1210-0110  
1210-0089

**2015**

**This Form is Open to Public Inspection**

**Part I Annual Report Identification Information**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

- A** This return/report is for:
- a single-employer plan  a multiple-employer plan (not multiemployer) ( Filers checking this box must attach a list of participating employer information in accordance with the form instructions)
- a one-participant plan  a foreign plan
- B** This return/report is:
- the first return/report  the final return/report
- an amended return/report  a short plan year return/report (less than 12 months)
- C** Check box if filing under:
- Form 5558  automatic extension  DFVC program
- special extension (enter description)

**Part II Basic Plan Information**—enter all requested information

<b>1a</b> Name of plan <u>PROXIMA CAPITAL MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN AND TRUST</u>		<b>1b</b> Three-digit plan number (PN) ▶ <u>001</u>
		<b>1c</b> Effective date of plan <u>01/01/2007</u>
<b>2a</b> Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>PROXIMA CAPITAL MANAGEMENT, LLC</u>  <u>845 THIRD AVENUE, 21ST FLOOR</u> <u>NEW YORK, NY 10022</u>		<b>2b</b> Employer Identification Number (EIN) <u>20-1385704</u>
		<b>2c</b> Sponsor's telephone number <u>212-897-5717</u>
		<b>2d</b> Business code (see instructions) <u>812990</u>
<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor.		<b>3b</b> Administrator's EIN
		<b>3c</b> Administrator's telephone number
<b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN, and the plan number from the last return/report.		<b>4b</b> EIN
<b>a</b> Sponsor's name		<b>4c</b> PN
<b>5a</b> Total number of participants at the beginning of the plan year.....		<b>5a</b> <u>6</u>
<b>b</b> Total number of participants at the end of the plan year .....		<b>5b</b> <u>5</u>
<b>c</b> Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item) .....		<b>5c</b> <u>5</u>
<b>d(1)</b> Total number of active participants at the beginning of the plan year .....		<b>5d(1)</b> <u>6</u>
<b>d(2)</b> Total number of active participants at the end of the plan year.....		<b>5d(2)</b> <u>5</u>
<b>e</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		<b>5e</b> <u>0</u>

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

<b>SIGN HERE</b>	<u>Filed with authorized/valid electronic signature.</u>	<u>10/04/2016</u>	<u>JANINE KRAUSS</u>
	<b>Signature of plan administrator</b>	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	<b>Signature of employer/plan sponsor</b>	Date	Enter name of individual signing as employer or plan sponsor
Preparer's name (including firm name, if applicable) and address (include room or suite number) <u>LEE KAMINETZKY, PH.D., E.A.</u> <u>PENSION ACTUARIES, LLC</u> <u>584 RUTLAND AVENUE</u> <u>TEANECK, NJ 07666</u>			Preparer's telephone number <u>201-530-0666</u>

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) .....  Yes  No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) .....  Yes  No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? .....  Yes  No  Not determined

**Part III Financial Information**

7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
<b>a</b> Total plan assets.....	<b>7a</b>	1135761	934329
<b>b</b> Total plan liabilities .....	<b>7b</b>	0	0
<b>c</b> Net plan assets (subtract line 7b from line 7a) .....	<b>7c</b>	1135761	934329
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
<b>a</b> Contributions received or receivable from:			
(1) Employers .....	<b>8a(1)</b>	95950	
(2) Participants .....	<b>8a(2)</b>	53500	
(3) Others (including rollovers) .....	<b>8a(3)</b>	0	
<b>b</b> Other income (loss) .....	<b>8b</b>	-210385	
<b>c</b> Total income (add lines 8a(1), 8a(2), 8a(3), and 8b) .....	<b>8c</b>		-60935
<b>d</b> Benefits paid (including direct rollovers and insurance premiums to provide benefits) .....	<b>8d</b>	140497	
<b>e</b> Certain deemed and/or corrective distributions (see instructions)....	<b>8e</b>	0	
<b>f</b> Administrative service providers (salaries, fees, commissions).....	<b>8f</b>	0	
<b>g</b> Other expenses .....	<b>8g</b>	0	
<b>h</b> Total expenses (add lines 8d, 8e, 8f, and 8g).....	<b>8h</b>		140497
<b>i</b> Net income (loss) (subtract line 8h from line 8c) .....	<b>8i</b>		-201432
<b>j</b> Transfers to (from) the plan (see instructions).....	<b>8j</b>	0	

**Part IV Plan Characteristics**

- 9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
2F 2G 2J 2K 3B 3D
- B** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**Part V Compliance Questions**

10 During the plan year:		Yes	No	N/A	Amount
<b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program) .....	<b>10a</b>		X		
<b>b</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.) .....	<b>10b</b>		X		
<b>c</b> Was the plan covered by a fidelity bond?.....	<b>10c</b>	X			20000
<b>d</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....	<b>10d</b>		X		
<b>e</b> Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.).....	<b>10e</b>		X		
<b>f</b> Has the plan failed to provide any benefit when due under the plan? .....	<b>10f</b>		X		
<b>g</b> Did the plan have any participant loans? (If "Yes," enter amount as of year end.) .....	<b>10g</b>		X		
<b>h</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....	<b>10h</b>		X		
<b>i</b> If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.....	<b>10i</b>				
<b>j</b> Did the plan trust incur unrelated business taxable income? .....	<b>10j</b>		X		

**Part VI Pension Funding Compliance**

- 11** Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and line 11a below).....  Yes  No
- 11a** Enter the unpaid minimum required contribution for all years from Schedule SB (Form 5500) line 40..... **11a**
- 12** Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA?...  Yes  No

(If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.)

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month Day Year

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year 12b
c Enter the amount contributed by the employer to the plan for this plan year 12c
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) 12d
e Will the minimum funding amount reported on line 12d be met by the funding deadline? Yes No N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? Yes No
If "Yes," enter the amount of any plan assets that reverted to the employer this year 13a
b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? Yes No
c If during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

Table with 3 columns: 13c(1) Name of plan(s), 13c(2) EIN(s), 13c(3) PN(s)

Part VIII Trust Information

14a Name of trust 14b Trust's EIN
14c Name of trustee or custodian 14d Trustee's or custodian's telephone number

Part IX IRS Compliance Questions

15a Is the plan a 401(k) plan? Yes No
15b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)? Design-based safe harbor method ADP/ACP test
15c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))? Yes No
16a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b): Ratio percentage test Average benefit test
16b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No
17a Has the plan been timely amended for all required tax law changes? Yes No N/A
17b Date the last plan amendment/restatement for the required tax law changes was adopted \_\_\_/\_\_\_/\_\_\_ . Enter the applicable code \_\_\_ (See instructions for tax law changes and codes).
17c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter \_\_\_/\_\_\_/\_\_\_ and the letter's serial number \_\_\_\_\_.
17d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter \_\_\_/\_\_\_/\_\_\_.
18 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)? Yes No
19 Were in-service distributions made during the plan year? Yes No
If "Yes," enter amount 19
20 Were required minimum distributions made to 5% owners who have attained age 70 1/2 (regardless of whether or not retired), as required under section 401(a)(9)? Yes No N/A



**Part I Annual Report Identification Information**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

**A** This return/report is for:  a single-employer plan  a multiple-employer plan (not multiemployer) (Filers checking this box must attach a list of participating employer information in accordance with the form instructions)

**B** This return/report is:  a one-participant plan  a foreign plan  
 the first return/report  the final return/report  
 an amended return/report  a short plan year return/report (less than 12 months)

**C** Check box if filing under:  Form 5558  automatic extension  DFVC program  
 special extension (enter description)

**Part II Basic Plan Information** --- enter all requested information

<b>1a</b> Name of plan Proxima Capital Management, LLC 401(k) Profit Sharing Plan and Trust	<b>1b</b> Three-digit plan number (PN) ►	001
	<b>1c</b> Effective date of plan	01/01/2007
<b>2a</b> Plan sponsor's name (employer, if for a single-employer plan) Mailing Address (include room, apt., suite no. and street or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) Proxima Capital Management, LLC  845 Third Avenue, 21st Floor  US New York NY 10022	<b>2b</b> Employer Identification Number (EIN)	20-1385704
	<b>2c</b> Sponsor's telephone number (212) 897-5717	
	<b>2d</b> Business code (see instructions)	812990
<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN, and the plan number from the last return/report.	<b>4b</b> EIN	
<b>a</b> Sponsor's name	<b>4c</b> PN	
<b>5a</b> Total number of participants at the beginning of the plan year	<b>5a</b>	6
<b>b</b> Total number of participants at the end of the plan year	<b>5b</b>	5
<b>c</b> Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item)	<b>5c</b>	5
<b>d(1)</b> Total number of active participants at the beginning of the plan year	<b>5d(1)</b>	6
<b>d(2)</b> Total number of active participants at the end of the plan year	<b>5d(2)</b>	5
<b>e</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	<b>5e</b>	0

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		10/4/16	JANINE KRAUSE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/4/16	JANINE KRAUSE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
Preparer's name (including firm name, if applicable) and address; include room or suite number  LEE KAMINETZKY, PH.D., E.A. PENSION ACTUARIES, LLC 584 RUTLAND AVENUE  US TEANECK NJ 07666			Preparer's telephone number  (201) 530-0666

- a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) .....  Yes  No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) .....  Yes  No  
If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? .....  Yes  No  Not determined

**Part III Financial Information**

7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
<b>a</b> Total plan assets .....	7a	1,135,761	934,329
<b>b</b> Total plan liabilities.....	7b	0	0
<b>c</b> Net plan assets (subtract line 7b from line 7a) .....	7c	1,135,761	934,329
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
<b>a</b> Contributions received or receivable from:			
(1) Employers .....	8a(1)	95,950	
(2) Participants .....	8a(2)	53,500	
(3) Others (including rollovers) .....	8a(3)	0	
<b>b</b> Other income (loss) .....	8b	(210,385)	
<b>c</b> Total income (add lines 8a(1), 8a(2), 8a(3), and 8b) .....	8c		(60,935)
<b>d</b> Benefits paid (including direct rollovers and insurance premiums to provide benefits) .....	8d	140,497	
<b>e</b> Certain deemed and/or corrective distributions (see instructions) ...	8e	0	
<b>f</b> Administrative service providers (salaries, fees, commissions) ....	8f	0	
<b>g</b> Other expenses .....	8g	0	
<b>h</b> Total expenses (add lines 8d, 8e, 8f, and 8g) .....	8h		140,497
<b>i</b> Net income (loss) (subtract line 8h from line 8c) .....	8i		(201,432)
<b>j</b> Transfers to (from) the plan (see instructions) .....	8j	0	

**Part IV Plan Characteristics**

- 9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
2F 2G 2J 2K 3B 3D
- b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**Part V Compliance Questions**

10 During the plan year:	Yes	No	N/A	Amount
<b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program) .....		X		
<b>b</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.) .....		X		
<b>c</b> Was the plan covered by a fidelity bond? .....	X			20,000
<b>d</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X		
<b>e</b> Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.) .....		X		
<b>f</b> Has the plan failed to provide any benefit when due under the plan? .....		X		
<b>g</b> Did the plan have any participant loans? (If "Yes," enter amount as of year end.) .....		X		
<b>h</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....		X		
<b>i</b> If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3 .....				
<b>j</b> Did the plan trust incur unrelated business taxable income? .....		X		

**Part VI Pension Funding Compliance**

- 11** Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and line 11a below) .....  Yes  No
- 11a** Enter the unpaid minimum required contribution for current year from Schedule SB (Form 5500) line 40 ..... 11a
- 12** Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA?...  Yes  No

(If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.)

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year .....	12b	
c Enter the amount contributed by the employer to the plan for this plan year .....	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) .....	12d	
e Will the minimum funding amount reported on line 12d be met by the funding deadline?.....	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A	

**Part VII Plan Terminations and Transfers of Assets**

13a Has a resolution to terminate the plan been adopted in any plan year? .....  Yes  No

If "Yes," enter the amount of any plan assets that reverted to the employer this year ..... 13a

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....  Yes  No

c If during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

**Part VIII Trust Information**

14a Name of trust ..... 14b Trust's EIN

14c Name of trustee or custodian ..... 14d Trustee or custodian's telephone number

**Part IX IRS Compliance Questions**

15a Is the plan a 401(k) plan: .....  Yes  No

15b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)? .....  Design-based safe harbor method  ADP/ACP test

15c If ADP/ACP test, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg. section 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))? .....  Yes  No

16a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):  Ratio Percentage Test  Average Benefit Test

16b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? .....  Yes  No

17a Has the Plan been timely amended for all required law changes? .....  Yes  No  N/A

17b Date of the last plan amendment/restatement for the required tax law changes was adopted \_\_\_\_/\_\_\_\_/\_\_\_\_. Enter the applicable code \_\_\_\_ (See instructions for tax law changes and codes).

17c If the plan sponsor is an adopter of a pre-approved master, prototype (M&P), or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter \_\_\_\_/\_\_\_\_/\_\_\_\_ and the letter's serial number.

17d If the plan is an individually-designed plan and received a favorable determination letter from IRS, please enter the date of plan's last favorable determination letter \_\_\_\_/\_\_\_\_/\_\_\_\_

18 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?  Yes  No

19 Were in-service distributions made during the plan year? .....  Yes  No

If Yes, enter amount ..... 19

20 Were minimum required distributions made to 5% owners who have attained age 70 1/2 (regardless of whether or not retired) as required under section 401(a)(9)? .....  Yes  No  N/A