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This brochure provides information about the qualifications and business practices of Pinyon Pine Capital LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number and/or e-mail address above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Pinyon Pine Capital LLC is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The verbal and written communications of an investment adviser provide you with information you need to determine whether to hire or retain the advisor.

Additional information about Pinyon Pine Capital LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2
MATERIAL CHANGES

This statement refers to the disclosure brochure dated January 18, 2019.

Our previous brochure was dated August 29, 2018. The following material changes have been made to this version of the brochure:

Item 4 (Advisory Business): Updated our assets under management and number of clients.

Please contact us if you would like a copy of our updated Part 2.

ITEM 3

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ITEM 4: ADVISORY BUSINESS

Who We Are

Pinyon Pine Capital LLC (referred to as "we," "our," "us," or "PPC"), was formed in October 2010 and is registered as an investment advisor with the state of California. Our principals are Jason R. Williams and Jill M. Williams. Jason Williams is the sole individual providing investment advice to clients.

If Dr. Williams were to cease to be actively involved in managing client accounts for at least 60 consecutive days, we would provide notice of that circumstance. In that event, our ordinary account withdrawal terms and procedures, including notice requirements, would be replaced by special procedures.

Services We Offer

Long-Only Strategy:

The primary focus and goal of our long-only product is to deliver superior returns versus the equal-weight total average return (including reinvestment of dividends) of the S&P 500 and Russell 2000 Indices over the long term. The reason we utilize the average return of the S&P 500 and Russell 2000 indices is because the market capitalization of the portfolio securities can vary widely, and the portfolio has consistently contained a relatively even mix of large, mid, and small capitalization stocks. Thus, it better resembles an average of the S&P 500 and Russell 2000 versus either index individually.

We use a concentrated strategy that seeks to be highly tax efficient. We are a fundamental research organization whose approach to stock selection involves looking for companies that have high free cash flow yields. Further research is performed to determine if these companies:

- possess an ability to grow their cash flow consistently over time, and
- reinvest that cash flow and achieve appropriate returns on invested capital.

Hedged Strategy:

The purpose of our hedged strategy is to offer our long-only product some downside protection or portfolio "insurance" from market risk. To accomplish this, we short equity exchange traded funds (ETFs) to hedge a portion of our long exposure. We believe the appropriate benchmark to gauge the performance of this product is the HFRI Equity Hedge (Total) Index. Our hedged strategy contains the same long positions, in the same relative sizes to one another, as our long-only product. We expect our hedged strategy to encompass the following exposure guidelines:

- gross exposure (long equity exposure plus short equity exposure) to range from 120 percent to 180 percent, and
- net exposure (long equity exposure minus short equity exposure) to run from 20 percent to 80 percent.

However, there may be circumstances where our gross and net exposure are greater or less than these guidelines due to market conditions, the perceived opportunities in long positions or other factors.

Highly Concentrated Long-Only (HCLO) Strategy:

The primary focus and goal of our highly concentrated long-only (HCLO) product is to deliver superior returns versus the equal-weighted total average return of the S&P 500 and Russell 2000 Indices over the long term. Similar to our long-only strategy, we utilize the equal-weighted total average return (including reinvestment of dividends) of the S&P 500 and Russell 2000 indices because the market capitalization of the portfolio securities can vary widely, and the portfolio has typically contained a relatively even mix of large, mid, and small capitalization stocks.

We use a highly-concentrated investment strategy. This is a specialized product targeted for institutional and sophisticated individual investors. This product contains a subset of the positions within our long-only product. The subset of securities contains the positions from our long-only product that we believe offer the most significant upside potential over an approximate three-year period. Given the highly concentrated nature of this product, we expect it to be more volatile than our long-only strategy. However, we believe it will produce excellent long-term performance, in excess of the returns generated in our long-only product, for those who can tolerate elevated levels of volatility.

The aim of the HCLO portfolio is to deliver superior long-term returns without consideration of tax efficiency. While we expect a number of our HCLO positions will be held for multiple year, we plan to rotate holdings in our HCLO portfolio to insure that the HCLO positions remain the subset of securities from our long-only product that we believe offer the most significant long-term appreciation.

These are advisor-directed investments and you may not place restrictions on the investments we make. We invest using the same approach for all clients under each of our three investment strategies (long-only, hedged, HCLO).

We do not provide portfolio management services to a wrap fee program. If we participate in a wrap fee program by providing portfolio management services, we are required to provide disclosure regarding the differences between how we manage the wrap fee accounts and how we manage our other accounts and explain that we receive a portion of the wrap fee for our services.

Assets Under Management

As of December 31, 2018, we managed $36,953,279 on a discretionary basis on behalf of 32 clients.

ITEM 5: FEES AND COMPENSATION

Advisory Fees & Billing Practices

Our long-only and HCLO strategies have identical fees that include an asset-based management fee plus performance-based fee based on outperforming the total average return of the S&P 500 and Russell 2000 indices (“Long-Only Pricing Fees”). Our hedged strategy fees include an asset-based management fee plus a performance-based fee (“Hedged Pricing Fees”). Each of our advisory fee arrangements are described below.

Long-Only and HCLO Pricing Fees (Long-Only and HCLO Strategy clients only)

The Adviser receives an asset-based management fee that is billed quarterly in arrears at the end of each quarter and a performance fee calculated and payable in arrears as of the end of each calendar year based on the performance of the Account for the year. The management fee will be calculated on a prorated basis at the annualized rate of 1.25%. The performance fee is equal to twenty percent (20%) of the net (after accounting for the management fee) excess return of the Account over the equal-weighted total average return (including reinvestment of dividends) of the S&P 500 and Russell 2000 indices.

The management fee will be applied to the weighted average of the funds invested during the calendar year (or other investment period). The quarterly management fee will be determined by calculating the year-to-date management fee and then subtracting the management fee(s) paid in the prior quarter(s), except for the first quarter, where it will coincide with the year-to-date calculation. The performance fee, if any, will be applied to the weighted average of the funds invested during the calendar year (or other investment period) minus the management fee. The process of utilizing the weighted average of funds invested allows for additions of funds under management and withdrawals of funds. An example of this calculation is provided below.

For example, 2011 is a 365-day year; if the Account were opened with $1,000,000 on March 29, 2011, an additional $100,000 was contributed on July 21, 2011, the weighted value of capital computes to $1,058,992.81 (there were 114 days with a cumulative value of $1,000,000 and 164 days with a cumulative value of $1,100,000). The prorated management fee for the partial year equals 278 days divided by 365 days multiplied by 1.25% or (278/365)*1.25% or 0.95%. The prorated management fee of 0.95% is multiplied by the weighted value of capital of $1,058,992.81 for a prorated management fee of $10,082.19. Assuming the annual gross return since the inception of the Account on March 29, 2011 through year-end 2011 was 10.00% and the equal-weighted total average return of the S&P 500 and Russell 2000 was 7.00% over this same period, the gross excess return before the management fee equates to 3% (10% minus 7%). The net excess return is calculated by subtracting the prorated management fee from the gross excess return (3% minus 0.95%), which equals 2.05%. Finally, the performance fee is calculated by multiplying 20% by the net excess return (0.2*2.05%), which equals 0.41%. The performance fee of 0.41% is multiplied by the weighted value of capital minus the management fee ($1,058,992.81 minus $10,082.19) or $1,048,910.61 for a performance fee of $4,296.22. Thus, the total annual fees are the sum of the management fee ($10,082.19) plus the performance fee ($4,296.22) or $14,378.41. Note, the management fee is payable on a quarterly basis; thus, the total fees due at year-end would correspond to the fourth quarter management fee plus the total performance fee.

Lastly, no performance fee would be incurred if the Account's gross return minus the prorated management fee percentage corresponding to the year or total partial year period was less than or equal to the equal-weighted total average return of the S&P 500 and Russell 2000 indices. Gross performance percentages represent the change in the net asset value of the Account (including appropriate adjustments to account for the addition or subtraction of any funds from the Account) and are net of brokerage fees but do not reflect fees paid to PPC.

All management fees shall be payable quarterly in arrears at the end of each calendar quarter and all performance fees shall be payable annually in arrears at the end of each calendar year, except that, any termination date of this Agreement effective as of a date other than the last business day of a year shall be treated as the end of the period for calculation of such fees with a prorated management fee corresponding to the partial year and a performance fee determined based on the net excess return of the account on the termination date over the equal-weighted total average return of the S&P 500 and Russell 2000 indices.

For example, 2011 is a 365-day year; if the Account had a starting account balance of $1,000,000 January 1, 2011 before the open of business[1] and the Agreement was terminated on March 31, 2011 with an ending account balance of $900,000 and no additional funds were added or subtracted, the weighted value of capital computes to $1,000,000 (there were 90 days with a cumulative value of $1,000,000). The prorated management fee for the partial year equals 90 days divided by 365 days multiplied by 1.25% or (90/365)*1.25% or 0.31%. The prorated management fee of 0.31% is multiplied by the weighted value of capital of $1,000,000 for a prorated management fee of $3,082.19. If the year-to-date gross return from the start of the year though the termination date is negative 10% and the equal-weighed total average return of the S&P 500 and Russell 2000 was negative 13.00% over this same period, the gross excess return before the management fee equates to 3% (-10% - (-13%)). The net excess return is calculated by subtracting the prorated management fee from the gross excess return (3% minus 0.31%), which equals 2.69%. Finally, the performance fee is calculated by multiplying 20% by the net excess return (0.2*2.69%), which equals 0.54%. The performance fee of 0.54% is multiplied by the weighted value of capital minus the management fee ($1,000,000 minus $3,082.19) or $996,917.81 for a performance fee of $5,366.97. As shown in this example, the Adviser may receive a performance fee even in periods where the Account has negative returns but still outperforms the equal-weighed total average return of the S&P 500 and Russell 2000. Thus, the total annual fees are the sum of the management fee ($3,082.19) plus the performance fee ($5,366.97) or $8,449.16. Note, since the management fee is payable on a quarterly basis, had the termination date corresponded to a date after the conclusion of one or more quarters, the management fee due upon Account termination would correspond to the total management fee minus the prior portion(s) of the management fees already paid at the conclusion of the subsequent quarter(s).

Hedged Pricing Fees (Hedged Strategy clients only)

The Adviser receives an asset-based management fee that is billed quarterly in arrears at the end of each quarter and a performance fee calculated and payable in arrears as of the end of each calendar year based on the performance of the Account for the year. The management fee will be calculated on a prorated basis at the annualized rate of 1.25%. The performance fee is equal to ten percent (10%) of the net (after accounting for the management fee) return of the Account.

The management fee will be applied to the weighted average of the funds invested during the calendar year (or other investment period). The quarterly management fee will be determined by calculating the year-to-date management fee and then subtracting the management fee(s) paid in the prior quarter(s) except for the first quarter where it will coincide with the year-to-date calculation. The performance fee, if any, will be applied to the weighted average of the funds invested during the calendar year (or other investment period) minus the management fee. The process of utilizing the weighted average of funds invested allows for additions of funds under management and withdrawals of funds. An example of this calculation is provided below.

For example, 2011 is a 365-day year; if the Account were opened with $1,000,000 on March 29, 2011, an additional $100,000 was contributed on July 21, 2011, the weighted value of capital computes to $1,058,992.81 (there were 114 days with a cumulative value of $1,000,000 and 164 days with a cumulative value of $1,100,000). The prorated management fee for the partial year equals 278 days divided by 365 days multiplied by 1.25% or (278/365)*1.25% or 0.95%. The prorated management fee of 0.95% is

[1] The opening balance for 2011 corresponds to the account balance at the close of business on December 31, 2010.

multiplied by the weighted value of capital of $1,058,992.81 for a prorated management fee of $10,082.19. Assuming the annual gross return since the inception of the Account on March 29, 2011 through year-end 2011 was 12%, the net profit is calculated by subtracting the partial year total management fee from the gross return (12% minus 0.95%), which equals 11.05%. Finally, the performance fee is calculated by multiplying 10% by the net profit (0.1*11.05%), which equals 1.10%. The performance fee of 1.10% is multiplied by the weighted value of capital minus the total partial year management fee ($1,058,992.81 minus $10,082.19) or $1,048,910.61 for a performance fee of $11,588.31. Thus, the total annual fees are the sum of the total management fees ($10,082.19) plus the performance fee ($11,588.31) or $21,670.50. Note, the management fee is payable on a quarterly basis; thus, the total fees due at year-end would correspond to the fourth quarter management fee plus the total performance fee.

Lastly, no performance fee would be incurred if the Account's gross performance percentage minus the prorated management fee percentage corresponding to the year or total partial year period is less than or equal to zero. Also, the hedged pricing fee structure includes a high-water mark. During any year or total partial year (if the Account was started after the first of the calendar year) that the Account earns a negative net return, no performance fees will be assessed in the subsequent period(s) until the net return of the Account has first earned back the prior period(s) negative net performance. For example, if the net return of the Account in 2011 was negative 4.0%, no performance fee could begin to be assessed in 2012 until the net performance of the account had surpassed 4.17%, as 4.17% represents the return required to bring the account back to a neutral return following a 4.0% decline.

Gross performance percentages represent the change in the net asset value of the Account (including appropriate adjustments to account for the addition or subtraction of any funds from the account) and are net of brokerage fees but do not reflect fees paid to PPC.

All management fees shall be payable quarterly in arrears at the end of each calendar quarter and all performance fees shall be payable annually in arrears at the end of each calendar year, except that, any termination date of this Agreement effective as of a date other than the last business day of a year shall be treated as the end of the period for calculation of such fees with a prorated management fee corresponding to the partial year and a performance fee determined based on the performance of the Account minus the prorated management fee at the account termination date.

For example, 2011 is a 365-day year; if the Account had a starting account balance of $1,000,000 January 1, 2011 before the open of business[2] and the Agreement was terminated on March 10, 2011 with an ending account balance of $1,050,000 and no additional funds were added or subtracted, the weighted value of capital computes to $1,000,000 (there were 69 days with a cumulative value of $1,000,000). The prorated management fee for the partial year equals 69 days divided by 365 days multiplied by 1.25% or (69/365)*1.25% or 0.24%. The prorated management fee of 0.24% is multiplied by the weighted value of capital of $1,000,000 for a prorated management fee of $2,363.01. If the year-to-date gross return from the start of the year though the termination date is 5%, the net profit is calculated by subtracting the partial year total management fee from the gross return (5% minus 0.24%), which equals 4.76%. Finally, the performance fee is calculated by multiplying 10% by the net profit (0.1*4.76%), which equals 0.48%. The performance fee of 0.48% is multiplied by the weighted value of capital minus the total partial year management fee ($1,000,000 minus $2,363.01) or $997,636.99 for a performance fee of $4,752.44. Thus,

[2] The opening balance for 2011 corresponds to the account balance at the close of business on December 31, 2010.

the total fees corresponding to terminating the account on March 10, 2011 are the sum of the total management fees ($2,363.01) plus the performance fee ($4,752.44) or $7,115.46. Note, since the management fee is payable on a quarterly basis, had the termination date corresponded to a date after the conclusion of one or more quarters, the management fee due upon Account termination would correspond to the total management fee minus the prior portion(s) of the management fees already paid at the conclusion of the subsequent quarter(s).

General Billing Practices

We may, in our sole discretion, waive our fee, in whole or in part, with respect to any or all portion of your account. We may also negotiate modified fee arrangements with clients on a case-by-case basis.

Except for clients referred to us by RS (see Item 14, below, and the disclosure under "RS-Referred Clients," below), the Adviser will deliver a fee statement to Client for the full amount of fees as they become due and payable, and Client agrees to pay such fees to Advisor within fifteen (15) days of delivery of the fee statement. In order to pay a performance fee, you must meet certain net worth requirements. Typically, our clients meet one of the following criteria:

- You have a net worth (or together with your spouse have a net worth) of at least $2.1 million, excluding your primary residence; or
- You have at least $1 million under our investment management.

Important information about fees:

- You will receive a detailed invoice which outlines our fees and how they are calculated at the same time we bill you and request payment.
- Our invoices are payable by check or wire transfer. We do not offer the option to have payment for fees deducted directly from your account.
- You will receive a statement from your custodian which shows your holdings.
- You are responsible for reviewing the accuracy of the fees being billed, as the custodian will not do so.

If you would like to end our advisory relationship, you may do so by providing 30 days written notice. We will prorate our fees through the termination date and provide a final invoice detailing the calculation of amounts due. We will request that you send us a check or wire transfer for the amount due.

We believe the fees mentioned above are competitive; however, you may be able to obtain similar services from other sources at a lower price.

RS-Referred Clients

Under the referral arrangement with RS (see Item 14, below), advisory fees are paid directly from client accounts for clients who engage us through a referral from RS. RS-referred clients have authorized the custodian to deduct fees from their client accounts to pay advisory fees. Important Information about the Deduction of Advisory Fees:

- Clients must provide authorization to deduct fees from their client accounts;
- We deliver detailed invoices each quarter which outline our fees and how they are calculated at the same time or before we request payment from the custodian;
- At least quarterly, clients will receive a detailed statement from the custodian, which shows their holdings; and
- Clients are responsible for reviewing the accuracy of fees being billed, as the custodian will not do so.

Other Costs Involved

- In addition to our advisory fee shown above, you are responsible for paying fees associated with investing for your account. These fees include brokerage costs and transaction fees for any securities trades. These are generally charged by your custodian and/or executing broker.

You can find additional information about brokerage costs and what is provided in "Item 12: Brokerage Practices."

Neither PPC nor its affiliated persons 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.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We receive performance-based fees for providing investment advice. All long only, all hedged, and all HCLO accounts are managed using a similar style, and trades are placed as "block" trades. This means that we purchase a block of shares of a security, and then allocate those shares to the applicable accounts. A more detailed description of our policy is provided in "Item 12: Brokerage Practices." By block trading, we minimize the conflict of interest involved in trading for clients with varying fee structures.

ITEM 7: TYPES OF CLIENTS

Our clients will primarily be individuals, trusts, family offices, and institutional investors although we may also provide investment advice to ERISA accounts, corporations and other business entities. We generally require that you establish a brokerage account at Interactive Brokers or, if you meet certain minimum account size thresholds, with BTIG for all assets managed by us. For institutional investors we also offer Charles Schwab as an additional custodian option under Schwab's Managed Account Marketplace platform. In addition, there may be other circumstances where we would permit a brokerage account and/or custody of a client account to be maintained elsewhere.

Generally we require that you maintain $1 million under management with us in each of our three strategies: long-only, HCLO, and hedged. However, we may waive that minimum at the sole discretion of Jason Williams, Principal of the firm. If your account size falls below the minimum requirement due to market fluctuations only, you will not be required to invest additional funds with us to meet the minimum account size.

If you make withdrawals from your account that reduce your balance below $1 million, we may treat that as a full withdrawal that terminates our advisory relationship and is treated as the end of a year for purposes of calculating our asset-based management fees and performance-based fees, if any. See Item 5 (Fees and

Compensation). Our policy is to limit withdrawals from your accounts to $250,000 or more, other than withdrawals by you to cover our advising fees.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Long-Only and HCLO Strategy:

Our approach to selecting stocks on the long side involves looking for companies that have high free cash flow yields (typically 10% or higher) and possess the ability to grow their cash flow consistently over time. We believe there are a limited number of superior long ideas. Taking concentrated positions in these ideas provides the best opportunity to produce superior returns and meet the long-term objectives of our philosophy. Our long positions will typically run between 5% and 10% of most clients' portfolios in our long-only and hedged strategies. Maximum initial position sizes are 10% and position sizes will be reduced if they appreciate beyond 20%. In our HCLO product, which takes more concentrated long positions, initial position sizes normally run from 10% to 20% of most clients' portfolios. Maximum initial position sizes are 25% and position sizes will be reduced if they grow to greater than 40%.

Because valuation is a major determinant when choosing long positions, catalysts typically occur that are either company specific (such as missing near-term, investor, earnings expectations) or market driven (a significant market pull back) in order to create the types of valuations targeted. At the end of the day, the focus is on buying mispriced assets. Specifically, we look for good companies that have a proven history of generating free cash flow and that we believe will be able to continue to generate sustainable free cash flow in the future.

We are a long-term investor and typically expect to have an investment thesis that takes more than 1 year to play out. A typical holding period is approximately 3 years. We expect to manage accounts in a tax-efficient manner in our long-only strategy and seek to generate long-term capital gains for our clients as opposed to short-term capital gains.

The aim of the HCLO portfolio is to deliver superior long-term returns without consideration of tax efficiency. While we expect a number of our HCLO positions will be help for multiple year, we plan to rotate holdings in our HCLO portfolio to insure that the HCLO positions remain the subset of securities from our Long-Only product that we believe offer the most significant long-term appreciation.

We are a fundamental, research organization; this is our strength and value-add in the investment management process. However, the ability to effectively research a particular company is only one component in creating an effective and profitable portfolio management approach. The most important decision we make each day involves the allocation of our valuable research time and energy. We think of our research approach as a funneling process, where we seek to eliminate wasting time and energy on companies that will never end up in your portfolios.

The first step in the process to properly allocate resources is to utilize proprietary screens employing a robust database that enables us to isolate companies with specific characteristics. We have developed and refined (over many years) a significant number of screens that enables us to partially automate the process of finding the companies that we will devote our energy to research. Once the screening process has isolated companies with characteristics that meet PPC's investment standards, a further separating out of companies of potential interest is accomplished through financial statement analysis. We create proprietary company models encompassing the entire income statement, balance sheet, and cash flow statement for multiple years. These spreadsheets will highlight specific financial ratios and return calculations that we deem important. At this point, if the company still fits our criteria for a portfolio candidate, then a more exhaustive process is started. This involves reading the recent 10K's and 10Q's, speaking with and/or meeting with management and, in certain cases, doing independent channel-based research on the company and their products.

When selecting individual stocks, we focus on companies with a long-term ability to generate significant levels of after-tax free cash flow. Free cash flow is defined in two ways: (1) cash flow from operations (expressed on a company's cash flow statement) minus capital expenditures, and (2) net income plus depreciation and amortization minus capital expenditures.

Perhaps as important as a company's ability to generate free cash flow, is the ability to reinvest that cash flow and achieve appropriate returns on invested capital. Hence, we seek companies that sell at low multiples of free cash flow and can generate acceptable and sustainable returns on invested capital.

Price and valuation are major determinants in choosing long positions, and we seek to identify businesses that we believe have little long-term downside risk. Sustainable free cash flow yields in excess of 10% are a valuation guideline consistent with our strategy. Ideally, we look for companies that have 10% or higher free cash flow yields and possess an ability to grow their cash flow consistently over time. If we are able to recommend this company when investor sentiment has created doubts about either the sustainability of the cash flow or the company's ability to grow, this often creates an opportunity for exceptional returns over a roughly three-year time horizon. In many ways this is the centerpiece of our investment philosophy. We find companies where current investment views and sentiment can be proven wrong, ideally over the next 12-24 months. When the company demonstrates that the cash flow stream is not only sustainable but also growing, we generally see substantial multiple expansion and this contributes to superior share price returns.

We also seek companies where the high cash flow generating ability of a business has been masked by poor decisions of senior management. In instances of this nature, we search for companies where a "change thesis" can be developed and where the inherent (but potentially masked) value of the company can be realized. We look for several things to occur that might include a change in senior management, some form of asset rationalization, the sale of a division, and/or exiting unprofitable or low margin business. We also look for redeployment of free cash flow to produce superior returns on invested capital. This will often involve some change to the capital structure that will benefit shareholders. Most often this takes the form of a substantial pay down of existing debt or a significant share repurchase.

We expect that the portfolio of our long-only product will typically include 10-20 long positions once fully invested. In our HCLO strategy, we normally anticipate the portfolio to contain 5-8 long positions once fully invested. If any one position declined significantly in value, it could have a negative material impact on the overall portfolio due to the size of individual positions. This is especially the case in our HCLO strategy, and we expect significant volatility due to the highly concentrated nature of the portfolio.

We manage our long-only accounts with relatively high concentrations in portfolio securities and high exposure represented by full or near full investment. These features are amplified in our HCLO strategy where concentrations in portfolio securities are considerably greater. These characteristics present risk to any portfolio. We rely on our initial, underlying fundamental research for selection of portfolio securities and our ongoing due diligence of portfolio securities to reduce risk. Furthermore, we believe our investment approach of targeting companies that are cash flow positive and that trade at low multiples relative to their cash flow generating abilities helps to mitigate downside risk.

We do incur market risk as a long-only manager that generally runs fully invested, and as a result, our client accounts may lose money in periods of broad stock market declines. Investing in equities, in general, involves varying levels of risk, and there can be no assurance that any specific investment or investment strategy, including the investments purchased and/or investment strategy devised by us, will be profitable for a client's or prospective client's overall asset portfolio. Placing your entire investment portfolio in equities may not be appropriate. As with any investment there is risk of loss. You should be prepared for potential losses over the long—and especially short-term.

Hedged Strategy:

In our hedged strategy, we generally hedge out part of the long exposure from our long-only product with equity ETFs. We expect to construct this hedge based on the market capitalization exposure of our long-only product. For example, if our long-only product consisted of 35% small capitalization stocks (market capitalizations less than $2 billion), 35% mid-capitalization stocks (market capitalizations of between $2 billion and $10 billion), and 30% large capitalization stocks (market capitalizations greater than $10 billion), we might seek to somewhat replicate this market capitalization exposure with ETFs. In the preceding example, we may allocate the short exposure in our hedged strategy among ETFs as follows: 35% with a small capitalization ETF, such as IWM (IShares Russell 2000), 35% with a mid-capitalization ETF, for instance IJH (IShares Core S&P Mid-Cap), and 30% with a large capitalization ETF, possibly SPY (SPDR S&P 500). There may also be certain times that we elect to utilize equity sector ETFs in the composition of our hedge in order to hedge out particular sector exposure in the long-only product. We expect to utilize liquid ETFs that are relatively easy to borrow and have relatively low borrowing costs.

Our net exposure will be determined based on our perception of the opportunity and valuation of our long-only product and market dynamics. For example, if the valuations of our long positions generally seem exceptionally compelling following a large decline in the stock market, where the price of our long positions declined due to the pullback in equity markets, we may decide to increase our net long exposure near the upper end of our general exposure guidelines. Conversely, if the valuations of our long positions increase substantially following a strong period in the stock market, where the price of our long positions have risen due to an exuberant stock market, we may decide to reduce our net exposure near the lower end of our general exposure guidelines. In a typical environment, where we like the valuations of our long positions, but don't find the valuations either exceptionally compelling or extended, we might expect our net long exposure to fluctuate around the 50% level.

Combined with our usual multi-year holding period in our long positions, associated with low portfolio turnover, which is intended to result tax efficiency, we will employ tax harvesting strategies in our hedged product on the short side. For example, in a rising stock market environment, where we are accruing tax losses in the ETFs that we are short, we will periodically switch from one ETF to another EFT that is not substantially similar in order to generate short-term capital losses. Being able to employ this strategy is one of the advantages to shorting ETFs versus individual stocks. Borrowing costs are also generally lower with ETFs versus specific stocks and the liquidity of broad-based ETFs, like those we expect to employ, is usually greater than in individual stocks.

The risks outlined above for our long-only strategy also apply to the long component of our hedged strategy. The hedged strategy seeks to reduce some of the downside market risk associated with our long-only product. However, there are also risks incurred in shorting ETFs. If the ETFs that are being shorted appreciate in value at a faster rate than our long product, then the hedged product can lose money in a rising stock market environment. In a declining stock market, our hedged product is expected to perform better or incur smaller losses than those realized in our long-only strategy. However, the hedged strategy may still generate significant losses in a declining stock market. Also, a margin account is required for the hedged strategy in order to facilitate shorting. Anytime a margin account is employed, there is the potential for losses to exceed the net asset value (NAV) of the account. This is not the case in our long-only or HCLO strategy, where cash accounts are utilized, and losses cannot exceed the NAV of the account.

Investing in equities, in general, involves varying levels of risk, and there can be no assurance that any specific investment or investment strategy, including the investments purchased and/or investment strategy devised by us, will be profitable for a client's or prospective client's overall asset portfolio. Placing your entire investment portfolio in equities may not be appropriate. As with any investment there is risk of loss. You should be prepared for potential losses over the long—and especially short-term.

ITEM 9: DISCIPLINARY INFORMATION

Investment advisors are required to disclose any legal or disciplinary events that are material to your evaluation of us. We have no information of this type to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We have no affiliation with other financial industry firms with common ownership.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

We have adopted a set of enforceable guidelines (Code of Ethics), which describes unacceptable conduct by PPC and our associated persons. Summarized, this Code of Ethics prohibits us from:

- placing our interests before yours,
- using nonpublic information gathered when providing services to you for our own gains, or

- engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

Please contact us if you would like to receive a full copy of this Code of Ethics.

Personal Trading for Associated Persons

We may buy or sell some of the same securities for you that we already hold in our personal accounts. We may also buy for our personal accounts some of the same securities that you already hold in your account. It is our policy not to permit our associated persons (or their immediate relatives) to trade in a way that takes advantage of price movements caused by your transactions.

We may restrict trading for a particular security for our accounts or those of our associated person if there is a pending trade in that security in a client account. Trades for our accounts (and those of our associated persons) will be placed as part of a block trade with client trades, or individually after client trades have been completed. Additional information about block trades is provided in "Item 12: Brokerage Practices." When our trades are placed after our client trades, we may receive a better or worse price than that received by the client.

All persons associated with us are required to report all personal securities transactions to us quarterly.

ITEM 12: BROKERAGE PRACTICES

We generally require that you establish a brokerage account with Interactive Brokers, ("IB") or, if you meet certain minimum account size thresholds, with BTIG to maintain custody and to effect trades for your account. For institutional investor we also offer Charles Schwab as an additional custodian option under Schwab's Managed Account Marketplace platform. In addition, there may be certain circumstances where we would permit a brokerage account and/or custody of a client account to be maintained elsewhere. Each of IB, BTIG, and Charles Schwab are FINRA-registered broker-dealers and SIPC members. Custody of assets in BTIG brokerage accounts is maintained at Goldman Sachs or Pershing LLC. Although we typically require that you establish your accounts at IB or BTIG or Schwab to provide services to you, it is your decision to custody assets with IB, BTIG, or Schwab, as the case may be. If you do not wish to place your assets with either of those broker-dealers, then we may decide that we cannot manage your account. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. We feel that the costs associated with trading with IB, BTIG, and Schwab are reasonable in relation to the services provided. However, by directing brokerage to IB or to BTIG or to Schwab, we may be unable to achieve most favorable execution for your transactions, and this practice may cost you more money. We are independently owned and operated and not affiliated with IB or with BTIG or with Schwab.

Each of IB, BTIG, and Schwab provides us with access to its institutional trading and custody services, which are typically not available to their retail investors. These services generally are available to independent investment advisors on an unsolicited basis. These services are not contingent upon us committing to IB any specific amount of business (assets in custody or trading commissions). IB's, BTIG's, and Schwab's brokerage services include the execution of securities transactions, custody (through Goldman Sachs or Pershing LLC in the case of BTIG), research, and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Neither IB nor BTIG nor Schwab generally charge separately for custody services for our client accounts maintained in their custody or through them, but are compensated by you through maintenance fees for certain types of accounts, commissions, and/or trading activity fees for securities trades that are executed through them or that settle into their accounts.

Each of IB, BTIG, and Schwab also make available to us other products and services that benefit us but may not directly benefit you. Many of these products and services may be used to service all or some substantial number of our accounts.

IB's, BTIG's, and Schwab's products and services that assist us in managing and administering your accounts include software and other technology that:

(i) provide access to your account data (such as trade confirmations and account statements);

(ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts;

(iii) provide research, pricing and other market data; and

(iv) assist with back-office functions, recordkeeping and client reporting.

We perform investment management services for various clients. We generally choose to block (aggregate) trades for your account with those of other client accounts. When we place a block trade, all clients included in the block receive the same price per share on the trade. The price is calculated by averaging the price of all of the shares traded. Commission costs are not averaged. You will pay the same commission whether your trade is placed as part of a block or on an individual basis.

This practice can be either advantageous or disadvantageous to any one or more particular accounts. When such block trades occur, the objective will be to allocate the executions in a manner which is deemed equitable to the accounts involved.

ITEM 13: REVIEW OF ACCOUNTS

Jason Williams, our Principal, reviews your account(s) on a periodic basis, at least once per month. These reviews ensure that individual position sizes have not become too large and that the positions held are still positions that we believe have an investment thesis that is intact.

If a position that is held in your account(s) has either a significant increase or decrease in value, it would warrant a review. For example, if a position that is held in your account(s) is acquired and has a large increase in value, we may determine to sell the position. On the other hand, if a position that is held in your account(s) has a large decrease in value, we may decide to buy more if we believe the investment thesis is still intact. If an event occurred that in our opinion caused the investment thesis to no longer be intact, we might decide to sell the position.

Your account(s) will be held by a qualified custodian who will provide detailed account statements on a quarterly or monthly basis. We do not provide any transaction or holdings based reports.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We have a client referral arrangement with Robertson Stephens Wealth Management, LLC ("RS") under which RS refers certain of its clients to us as prospective clients. Those referred clients may engage us directly to manage a portion of their assets. Neither we nor RS is compensated by the other for referrals under this arrangement.

We also engage solicitors to provide client referrals. If you are referred to us by a solicitor, this practice will be disclosed in writing by the solicitor along with a copy of this Brochure. In these cases, we would pay the solicitor out of our own funds, specifically, a portion of the fees we earn for managing the client that was referred, and will comply with applicable rules or statutes.

ITEM 15: CUSTODY

We do not require or solicit prepayment of more than $500 in fees per client six months or more in advance. Both the Securities and Exchange Commission and the State of California have rules and regulations that are designed to safeguard client assets. We follow the rules of the State of California, which require the following procedures:

If you give us authority to deduct our fees directly from your account, we would be deemed to have custody of those assets. Except for clients referred by RS (see Item 14, above), we do not deduct our fees from our clients' accounts and follow the procedures outlined in "Item 5: Fees and Compensation." You will also receive quarterly statements directly from custodian of the account that details all transactions in the account.

ITEM 16: INVESTMENT DISCRETION

As one of the conditions of managing your account(s), you are required to provide discretionary authority for us to manage your assets. Discretionary authority means that you are giving us a limited power of attorney to place trades on your behalf. This limited power of attorney does not allow us to withdraw money from your account for payment of our advisory fees. We do not deduct advisory fees from your account except for clients referred by RS (see Item 14, above).

You grant us discretionary authority by completing the following items:

- Sign a contract with us that provides a limited power of attorney for us to place trades on your behalf. Any limitations to the trading authorization will be added to this agreement.

- Provide us with discretionary authority on the new account forms that are submitted to Interactive Brokers or BTIG.

All accounts are managed using the investment strategy described in the "Methods of Analysis, Investment Strategies and Risk of Loss" section. We do not allow clients to limit investments we make.

ITEM 17: VOTING CLIENT SECURITIES

We do not accept the authority to vote proxies on your behalf and we do not provide guidance about how to vote proxies. You will receive proxies and other related paperwork directly from Interactive Brokers or from BTIG or from Charles Schwab.

ITEM 18: FINANCIAL INFORMATION

As a registered investment advisor, we are required to provide you with certain financial information or disclosures about our financial condition. None of the conditions below, which would require additional disclosure, apply to PPC.

- If we required or solicited prepayment of more than $500 in fees per client, six months or more in advance we would be required to provide a balance sheet.

- If we had discretionary authority or custody of client funds or securities, or we required or solicited prepayment of more than $1,200 in fees per client, six months or more in advance, we would be required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.

- If we had been the subject of a bankruptcy petition at any time during the past ten years, we would be required to disclose this fact, the date the petition was first brought, and the current status.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISORS

Principal Executive Officers and Management Persons

Disclosure regarding Jason Williams, our principal executive officer and individual responsible for providing investment advice, is provided on Part 2B.

Jill Williams is not involved in the day-to-day running of PPC and does not provide investment advice to clients.

Neither PPC nor any management person have been involved in any of the items listed below.

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of $2,500, involving any of the following: 1) an investment or an investment-related business or activity; 2) fraud, false statement(s), or omissions; 3) theft, embezzlement, or other wrongful taking of property; 4) bribery, forgery, counterfeiting, or extortion; or 5) dishonest, unfair, or unethical practices.

- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following: 1) an investment or an investment-related business or activity; 2) fraud, false statement(s), or omissions; 3) theft, embezzlement, or other wrongful taking of property; 4) bribery, forgery, counterfeiting, or extortion; or 5) dishonest, unfair, or unethical practices.

Performance Fee Disclosures

Please review "Item 5: Fees and Compensation" for information about how performance fees are calculated. The performance fee arrangement described above could create an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of the arrangement. In some circumstances, we may receive increased fees as a result of unrealized appreciation as well as realized gains.

BROCHURE SUPPLEMENT
ITEM 1: COVER SHEET

Jason R. Williams

Pinyon Pine Capital LLC
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Chico, CA 95928
(530) 809-2283
jwilliams@pinyonpinecapital.com

January 18, 2019

This Brochure Supplement provides information about Jason R. Williams that supplements the Pinyon Pine Capital LLC Brochure. You should have received a copy of that Brochure. Please contact Jason Williams, Principal at the telephone number and/or e-mail address shown above if you did not receive Pinyon Pine Capital LLC's Brochure or if you have any questions about the content of this supplement.

Additional information about Jason R. Williams is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Dr. Jason R. Williams was born in 1969.

Educational Background

School	Degree/Major	Year Earned
California State University, Chico	BS, Chemistry	1994
University of California, Irvine	MS, Chemistry	1996
University of California, Irvine	PhD, Chemistry	1998

Business Background

Employment Dates:	10/2010 – Present
Firm Name:	Pinyon Pine Capital, LLC
Type of Business:	Registered Investment Advisor
Job Title & Duties:	Portfolio Manager and Principal. Manage money for clients using a separately managed account structure.

Employment Dates:	1/2009 – 12/2010
Firm Name:	Emrose Capital, LLC
Type of Business:	Hedge Fund
Job Title & Duties:	Partner, Associate Portfolio Manager. Oversee the daily management of the portfolio and generate ideas and research on both long and short equity ideas.
Employment Dates:	3/2002 - 12/2008
Firm Name:	Botti Brown Asset Management, LLC
Type of Business:	Hedge Fund
Job Title & Duties:	Partner, Analyst. Responsible for analyzing and recommending a wide range of companies across multiple industries and for generating ideas and research on both long and short equity ideas for the portfolio.
Employment Dates:	2/2000 - 3/2002
Firm Name:	AG Edwards & Sons
Type of Business:	Broker/Dealer
Job Title & Duties:	Associate Analyst. As an associate equities analyst in the health care services industry, responsible for building financial models of companies and writing company and industry research reports.

ITEM 3: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of each investment advisor representative providing investment advice to you. There is no information of this type to report.

ITEM 4: OTHER BUSINESS ACTIVITIES

Dr. Williams is not involved in any other business activities material to his relationship with advisory clients.

ITEM 5: ADDITIONAL COMPENSATION

Dr. Williams does not receive any economic benefit from any non-client for providing advisory services.

ITEM 6: SUPERVISION

Dr. Williams, Principal, is the owner and sole person providing investment advice on our behalf. His telephone number is (530) 809-2283.

ITEM 7: REQUIREMENTS FOR STATE-REGISTERED ADVISORS

Investment advisors who are registered with a state regulatory agency rather than the SEC are required to provide information about a wider range of disciplinary information than that described above. Dr. Williams has no disciplinary information to report.