

M.D. Sass, Inc.
FORM CRS – CUSTOMER RELATIONSHIP SUMMARY
March 31, 2023

Item 1. Introduction

M.D. Sass, Inc. (M.D. Sass) is registered with the Securities and Exchange Commission (SEC) as an investment adviser. Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment adviser, and investing.

Item 2. Relationships and Services

What investment services and advice can you provide me?

We offer investment advisory services to corporate profit sharing and pension funds, partnerships, funds of funds, high net worth individuals and other substantial investors, and union, pension, health, welfare, annuity and other funds through separately managed accounts and other investment vehicles with various investment strategies, including, without limitation, investments in fixed income and equities. M.D. Sass is part of a group of affiliated advisers, certain of which are registered with the SEC.

Monitoring

Senior officers of M.D. Sass periodically monitor portfolios for compliance with investment guidelines, positioning with respect to target portfolio structure, investment performance and adherence to investment objectives.

Investment Authority

M.D. Sass generally has discretionary authority to determine, without obtaining specific client consent, the securities and amount to be bought or sold. Any limitations must be agreed upon by M.D. Sass and included in the agreement. M.D. Sass may exercise its investment discretion and authority conditionally or unconditionally, arbitrarily, or inconsistently in varying or similar circumstances.

Limited Investment Offering

M.D. Sass offers investment strategies for certain retail clients that may include concentrated value equities or fixed income, and combinations of concentrated value equities and fixed income (which we refer to herein as “balanced accounts”). M.D. Sass does not provide financial planning services to retail clients.

Account Minimums and Other Requirements

The stated minimum for retail investors to open a separately managed account with M.D. Sass is \$5 million, which M.D. Sass may accept a lower amount in its discretion.

More information about M.D. Sass’s services is available on Part 2 of our Form ADV, which is available [here](#).

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.A Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

M.D. Sass charges its retail clients an investment management fee that is based on the value of each client account’s assets under management. Fees are negotiable and generally range between 0.25% and 0.90% annually, depending on the size and complexity of the account. Fees are generally charged quarterly in advance, based on account values at the start of each quarter. The compensation that we earn generally increases as client accounts grow, so we have an incentive to encourage our clients to increase the amount of assets in the accounts that are under our management. Eligible retail clients may also agree to pay M.D. Sass a performance-based fee. Additional information about our firm’s fees is included in Item 5 of Part 2 of Form ADV, available [here](#). In addition to M.D. Sass’s management fee, clients bear transaction fees or commissions to the brokers that we buy or sell securities. Clients may also pay fees (“custody” fees) to their custodian. Our firm may select and purchase mutual funds and exchange traded funds for a portion of clients’

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portfolios. Such funds have their own management, transaction, and administrative fees and expenses, and those fees and expenses are indirectly borne by the investors in those funds, including M.D. Sass’s clients that may hold those funds.

You will pay fees and costs whether you make or lose 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.

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?**

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

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 adviser, we must 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 with your interests. You should understand and ask us about these conflicts because they can affect the investment advice, we provide to you. Here are some examples to help you understand what this means.

- We manage accounts for multiple clients, and we allocate our time based on each client’s needs. Our firm earns more as we expand our client base and grow our assets under management, and we seek to balance our staffing with the individualized needs of each client.
- Some of the broker-dealers that we trade with allocate a portion of the commissions that our clients pay to be used by us to pay for research. These “soft dollar” arrangements help our firm make investment decisions, but they can have the effect of increasing clients’ transaction costs.

Conversation Starter. Ask your financial professional—

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

More Additional information about conflicts of interest between M.D. Sass and its clients is available on Part 2 of our Form ADV, [here](#).

How do your financial professionals make money?

M.D. Sass’s financial professionals receive a salary and may receive a discretionary bonus. Compensation is set with the intention of attracting and retaining highly qualified professionals. Compensation is based on a variety of factors, including the number, value, and complexity of accounts under management, the performance of those accounts, and client satisfaction and retention.

Item 4. Disciplinary History

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

Yes

No

Visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.

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

Additional information about our services can be found [here](#). If you have any questions about the contents of this brochure or would like to request a copy of this relationship summary, please contact Client Services at 212-710-5010.

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?**

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Exhibit A – Material Changes to Client Relationship Summary

On January 1, 2023, an affiliated adviser, M.D. Sass Associates, Inc. transferred all client accounts and associated regulatory assets under management to M.D. Sass Investors Services, Inc. Subsequently on January 6, 2023, M.D. Sass Investors Services, Inc. changed its name to M.D. Sass, Inc. Form CRS has been updated to reflect this change.