This ADV brochure, dated March 29, 2023
provides information about the qualifications and business practices of:

INDEXIQ ADVISORS LLC

51 Madison Avenue
New York, NY 10010
(888) 474-7725

If you have any questions about the content of this brochure, please contact:

Kevin M. Bopp
Chief Compliance Officer
Telephone Number: 201-685-6187
Kevin_Bopp@nylim.com

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority and references to IndexIQ Advisors LLC as a “registered investment adviser” are not intended to imply a certain level of skill or training. In addition, registration as an investment adviser does not imply a certain level of skill or training. Additional information about IndexIQ Advisors LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.
ITEM 2: SUMMARY OF MATERIAL CHANGES

IndexIQ Advisors LLC (“IndexIQ”) is updating this brochure as part of an annual updating amendment dated March 29, 2023. Included in this update are updates to our assets under management, risk disclosures, and other clarifying items. In addition, since our last annual update, filed March 30, 2022, the following material changes were made:

- **Item 4: Advisory Business** – Updated to include Winslow Capital Management, Inc., an unaffiliated SEC registered investment adviser and reference to Managed Account Agreements.

- **Item 10: Other Financial Industry Activities and Affiliations** – Updated to disclose that certain individuals within IndexIQ perform certain trading and administrative services for New York Life Investment Management LLC (“NYLIM”) pursuant to an Administrative Services Agreement and updated to amend the list of affiliated registered investment advisers.

- **Item 12: Brokerage Practices** – Updated to reflect the services agreement between NYLIM and IndexIQ.
ITEM 3: TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>ADV Item #</th>
<th>Description</th>
<th>Page #</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Cover Page</td>
<td>Cover</td>
</tr>
<tr>
<td>2</td>
<td>Summary of Material Changes</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Table of Contents</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Advisory Business</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Fees and Compensation</td>
<td>8</td>
</tr>
<tr>
<td>6</td>
<td>Performance Based Fees and Side-By-Side Management</td>
<td>11</td>
</tr>
<tr>
<td>7</td>
<td>Types of Clients</td>
<td>11</td>
</tr>
<tr>
<td>8</td>
<td>Methods of Analysis, Investment Strategies and Risk of Loss</td>
<td>11</td>
</tr>
<tr>
<td>9</td>
<td>Disciplinary Information</td>
<td>20</td>
</tr>
<tr>
<td>10</td>
<td>Other Financial Industry Activities and Affiliations</td>
<td>20</td>
</tr>
<tr>
<td>11</td>
<td>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</td>
<td>22</td>
</tr>
<tr>
<td>12</td>
<td>Brokerage Practices</td>
<td>24</td>
</tr>
<tr>
<td>13</td>
<td>Review of Accounts</td>
<td>26</td>
</tr>
<tr>
<td>14</td>
<td>Client Referrals and Other Compensation</td>
<td>28</td>
</tr>
<tr>
<td>15</td>
<td>Custody</td>
<td>28</td>
</tr>
<tr>
<td>16</td>
<td>Investment Discretion</td>
<td>28</td>
</tr>
<tr>
<td>17</td>
<td>Voting Client Securities</td>
<td>29</td>
</tr>
<tr>
<td>18</td>
<td>Financial Information</td>
<td>30</td>
</tr>
<tr>
<td>19</td>
<td>Requirements for State-Registered Advisers</td>
<td>30</td>
</tr>
</tbody>
</table>
ITEM 4: ADVISORY BUSINESS

Advisory Services

IndexIQ (or the “Firm”) is an indirect wholly-owned subsidiary of NewYork Life Insurance Company (“New York Life”). As of December 31, 2022, IndexIQ managed $8,967,865,893 of client assets on a discretionary basis and $5,361,673 of client assets on a non-discretionary basis.

IndexIQ has operated since July 2007 and has been registered as an investment adviser with the Securities and Exchange Commission (the “SEC”) since August 9, 2007. IndexIQ was acquired by New York Life Investment Management Holdings LLC (“New York Life Investment Management”) in April 2015. IndexIQ is wholly-owned by IndexIQ LLC. IndexIQ LLC is a wholly-owned subsidiary of New York Life Investment Management, a subsidiary of New York Life.

IndexIQ LLC develops and maintains proprietary financial indices (the “IndexIQ Indices”). For certain IndexIQ Indices, IndexIQ LLC has engaged an affiliate and unaffiliated entity to act as an index consultant to assist IndexIQ LLC with the development, calculation and maintenance of certain IndexIQ Indices. IndexIQ provides investment advisory services to clients, including by utilizing the IndexIQ Indices. IndexIQ LLC also assists IndexIQ with certain performance reporting, analytical and data analysis, and the creation of informational material about IndexIQ products.

IndexIQ offers discretionary investment advisory services to registered investment advisers, broker-dealers, and open-end Registered Investment Companies (“RICs”) operating as mutual funds (“Mutual Funds”) or exchange-traded funds (“ETFs”), individuals, trusts, retirement accounts (IRAs, pensions and profit sharing plans), corporations, affiliated insurance companies and other institutions. IndexIQ also offers services to Unified Managed Accounts (“UMAs”), which are typically non-discretionary, Wrap, Model Portfolio and other advisory programs of third-party sponsors (“Sponsored Programs”) (collectively, products receiving discretionary and non-discretionary investment advisory services from IndexIQ, “IndexIQ Products”). These investment advisory services may be tailored to meet our clients’ needs. Client-imposed restrictions are detailed in the respective client’s investment advisory agreement or in such other form as agreed upon by IndexIQ and the client. With respect to UMAs and Model Portfolios, the services are generally limited to providing model portfolios to the sponsors of the Sponsored Programs, but in some cases, IndexIQ may also provide trading services, depending on the agreement with the sponsor of the Sponsored Programs.

IndexIQ has the discretion to retain affiliated and unaffiliated subadvisers (each, a “Subadviser”) for portfolio management services. If a Subadviser is retained, IndexIQ may delegate trading authority to the Subadviser, subject to IndexIQ’s oversight. IndexIQ also may enter into agreements with third parties to offer IndexIQ Products or to develop new products. IndexIQ currently has subadvisory agreements with MacKay Shields LLC (“MacKay”) (SEC File No. 801-5594), NYL
Investors LLC ("NYL Investors") (SEC File No. 801-78759) and Winslow Capital Management, Inc. ("Winslow") (SEC File No. 801-41316). MacKay and NYL Investors are affiliated SEC registered investment advisers, and Winslow is an unaffiliated SEC registered investment adviser.

MacKay is the Subadviser to certain active IndexIQ ETFs managed by IndexIQ. For additional information regarding MacKay’s investment strategies, processes and procedures for selecting securities and other investment products held in an account, and the associated risks, please refer to MacKay’s Form ADV Part 2A Brochure and the IndexIQ ETFs’ Prospectus and Statement of Additional Information.

NYL Investors is the Subadviser to an active IndexIQ ETF managed by IndexIQ. For additional information regarding NYL Investors’ investment strategies, processes and procedures for selecting securities and other investment products held in an account, and the associated risks, please refer to NYL Investors’ Form ADV Part 2A Brochure and the IndexIQ ETF’s Prospectus and Statement of Additional Information.

Winslow is the Subadviser to certain active IndexIQ ETFs managed by IndexIQ. For additional information regarding Winslow’s investment strategies, processes and procedures for selecting securities and other investment products held in an account, and the associated risks, please refer to Winslow’s Form ADV Part 2A Brochure and the IndexIQ ETFs’ Prospectus and Statement of Additional Information.

IndexIQ has entered into an agreement with NYLIM, an affiliated registered investment adviser, to assist IndexIQ in providing services to Sponsored Programs. IndexIQ has also entered into an investment subadvisory agreement with NYLIM to subadvise mutual funds managed by NYLIM. For additional information regarding NYLIM’s investment strategies, processes and procedures and the associated risks, please refer to NYLIM’s Form ADV Part 2A Brochure and the applicable mutual fund’s Prospectus and Statement of Additional Information.

From-time-to-time, IndexIQ and NYLIM will enter into support agreements with unaffiliated entities that provide for, among other things, the use of the unaffiliated entity’s name and trademarks by IndexIQ, NYLIM and an IndexIQ ETF and contributions by IndexIQ or NYLIM to the unaffiliated entity. With respect to such relationships, the unaffiliated entity will be allowed to review and provide feedback on the selection criteria of the applicable underlying index for an IndexIQ ETF that has a license agreement to use the unaffiliated entity’s name and trademarks. However, the unaffiliated entity will not (i) select any individual companies for inclusion or exclusion from the index or (ii) have any right to approve or modify the index, once constructed. The unaffiliated entity will not have any influence on the day-to-day operations of an IndexIQ ETF or IndexIQ’s management of an ETF.

I. Managed Accounts

IndexIQ may enter into a Managed Account Agreement (each, an “Account Agreement”) with non-RIC clients or financial institutions including insurance companies. Account guidelines will be specified in each client’s Account Agreement. Security positions may be at the direction of the client.
II. Sponsored Wrap Fee, Unified Managed Account, and Related Programs

IndexIQ may participate in various Sponsored Programs through which clients of broker-dealers and other financial institutions retain IndexIQ as a discretionary or non-discretionary adviser under wrap fee or other arrangements offered by the programs’ sponsors, wherein the client selects IndexIQ from among the investment advisers presented by the broker or financial institution to the client. The broker or financial institution also may evaluate IndexIQ’s performance, execute the portfolio transactions, and/or provide custodial services for the client’s assets.

IndexIQ understands that the program sponsor bears responsibility for determining whether advisory services provided to participants in the Sponsored Programs are suitable in light of the participants’ particular facts and circumstances. IndexIQ remains responsible for determining that it is properly carrying out the services that it has agreed to provide as part of the Sponsored Programs.

A Sponsored Program client may terminate the account arrangement upon a specified period of notice to the broker or other financial institution. Upon termination, any prepaid fee is refundable on a pro-rata basis for the period unearned.

Although the foregoing describes how these Sponsored Programs operate and IndexIQ’s role in these programs, each program’s operations could contain certain features or roles for IndexIQ that vary from the description herein. NYLIM provides certain trade execution and administrative services to IndexIQ to support IndexIQ’s management of Sponsored Program accounts.

For additional information about these Sponsored Programs, please consult the disclosure brochures of the Sponsored Programs.

III. Model Portfolios

IndexIQ has entered into agreements to provide model securities portfolios (“Model Portfolios”) to other investment advisers in their managed accounts or similar Sponsored Programs. IndexIQ may not have discretion over client accounts with respect to providing Model Portfolios and its responsibilities are generally limited to providing Model Portfolios to such advisers and certain activities related thereto. In this regard, IndexIQ’s activities do not include trade execution or other advisory functions performed by the other adviser or overlay or implementation manager for Sponsored Program clients. These other advisers or third-party overlay or implementation managers use the Model Portfolios as recommendations for how to trade and invest the program clients’ accounts. IndexIQ’s Model Portfolio service is not tailored to the individual clients of the other advisers or the programs. IndexIQ is generally not provided with specific client information such as the identity or specific financial circumstances of such Sponsored Program clients. At the request of a Model Portfolio sponsor or implementation manager, IndexIQ may provide recommendations to the sponsor or implementation manager regarding securities and investments the sponsor or implementation manager may wish to consider purchasing for tax management purposes or strategies determined and implemented by the sponsor or implementation manager. Such recommendations could include ETFs managed by IndexIQ that pay management fees to IndexIQ.
IndexIQ currently provides Model Portfolios to the following:

- **SEI Investments Management Corporation (“SEI”)**
  
  IndexIQ provides a Model Portfolio for use in the SEI Managed Account Program. IndexIQ’s model portfolio recommendations are implemented by either SEI or a separate manager as implementation manager. For its Model Portfolio services, IndexIQ receives a quarterly fee based on the average daily market value of the assets using the Model Portfolio.

- **Morgan Stanley Select UMA Program**
  
  IndexIQ provides a Model Portfolio for use in the Morgan Stanley Select UMA Program. Morgan Stanley, as Overlay Manager, reviews the Model Portfolio recommendations made by IndexIQ and implements trades for its clients. For its Model Portfolio services, IndexIQ receives a quarterly fee based on the market value of the assets using the Model Portfolio.

For additional information about the foregoing Sponsored Programs, please consult the disclosure brochures of each of the applicable Sponsored Program.

In addition, IndexIQ may provide model portfolios pursuant to license or similar agreements to other investment advisers for use by them in proprietary programs sponsored by such other advisers.

**IV. Registered Investment Companies**

IndexIQ provides investment advisory services to open-end RICs operating as Mutual Funds or ETFs (collectively, the “Registered Funds” and individually, each a “Registered Fund”) in accordance with Investment Advisory Agreements or Investment Subadvisory Agreements with the Registered Fund as approved by the applicable Registered Fund’s Board of Trustees (“Board”).

For the Registered Funds that IndexIQ manages directly, IndexIQ has overall responsibility for the general management and administration of the Registered Funds, subject to the oversight of the applicable Board. In accordance with the applicable Investment Advisory Agreement, IndexIQ provides an investment program for each Registered Fund and manages the investment of each Registered Fund’s assets in conformity with the stated investment policies of such Registered Fund. With respect to the Registered Funds that IndexIQ subadvises for NYLIM, subject to the supervision of NYLIM and the oversight of the applicable Board, IndexIQ provides a continuous investment program for the Registered Funds’ allocated assets and determines the composition of the assets of the Registered Funds’ allocated assets, including determination of the purchase, retention or sale of the securities, cash and other investments contained in the portfolio.

With respect to the Registered Funds that IndexIQ manages directly, IndexIQ may retain Subadvisers to manage a Registered Fund’s assets. In this regard, IndexIQ makes recommendations to the Board of the applicable Registered Fund regarding Subadvisers to be retained to provide subadvisory services and the Board approves the subadvisory agreements periodically, as required by the Investment Company Act of 1940, as amended. Subadvisers are recommended by IndexIQ based on a number of factors, including an evaluation of their skills and investment results in managing assets for specific asset classes, investment styles and strategies. Currently, IndexIQ engages MacKay and NYL Investors, both affiliates, and Winslow, an
unaffiliated subadviser, to subadvise certain ETFs.

IndexIQ or a Subadviser is responsible for placing purchase and sale orders and providing continuous supervision of the investment portfolio of each of the Registered Funds. IndexIQ is also generally responsible for arranging for third-party administration, transfer agent, custodial, and all other non-distribution related services for the Registered Funds that IndexIQ manages directly. IndexIQ does not provide custodial services to the Registered Funds. At no time will IndexIQ accept or maintain custody with respect to a Registered Fund’s assets.

For additional information regarding the Registered Funds’ fees, investment objectives, investment strategies and associated risks, please refer to Registered Funds’ Prospectuses and Statements of Additional Information. This ADV brochure does not constitute an offer to sell, or a solicitation of an offer to buy, shares of the Registered Funds.

**Termination of Accounts, Advisory Agreements and Program Agreements**

**Non-Sponsored Managed Accounts:** Account Agreements in non-Sponsored Programs generally may be terminated by either the client or IndexIQ upon a specified period of prior written notice, generally 10 to 90 days. IndexIQ may generally assign an Account Agreement with agreement by the client.

**Sponsored Programs:** Agreements with sponsors of UMA, Wrap and other similar programs generally may be terminated by the parties upon a specified period of prior written notice, generally 90 days.

**Model Portfolios:** Agreements between IndexIQ and other advisers relating to IndexIQ’s provision of Model Portfolios generally may be terminated upon a specified period of prior written notice set forth in the relevant program agreement, generally ranging from 30 days to 90 days.

**Registered Funds:** Investment Advisory Agreements with Registered Funds terminate immediately upon assignment or IndexIQ may terminate upon 60 days’ prior written notice. Investment Advisory or Subadvisory Agreements must be renewed by the applicable Registered Fund’s Board on an annual basis after their initial two-year term.

**ITEM 5: FEES AND COMPENSATION**

**I. Managed Accounts**

As compensation for IndexIQ’s management of client managed accounts (each, an “Account”), clients generally pay IndexIQ a Management Fee (defined below) and/or a fixed fee. IndexIQ’s fees generally will be deducted directly from the client’s custodial accounts. Clients should be aware of their responsibility to verify the accuracy of the fee calculation submitted to the custodian by IndexIQ, as the custodian will not verify whether the fee has been properly calculated. Where IndexIQ’s fees are not deducted directly from the client’s custodial account, IndexIQ’s fees will be invoiced.

Generally, fees are negotiated on a case-by-case basis with the client and are determined based upon many factors, including the amount of work involved, the assets placed under management and the attention needed to manage the Account. Actual fees may be higher or lower than the range
provided below based on individual client negotiations.

Generally, a management fee (the “Management Fee”) for most managed accounts in non-Sponsored Programs typically ranges between 40 and 45 basis points based on the amount of assets under management and is generally negotiable for larger accounts. The Management Fee typically will be charged monthly or quarterly, as of the last day of each month or calendar quarter, based on the average assets under management for the period, before reduction for the Management Fee as of such date. The Management Fee shall be appropriately pro-rated for any termination of the Account Agreement as of a date other than a calendar quarter-end.

In certain cases, IndexIQ may agree with a client to a fixed fee to be paid on a monthly or quarterly basis. The rate of a fixed fee will depend on, among other things, the size of the Account, whether the client has other assets managed by IndexIQ, and the other terms agreed upon by the client and IndexIQ. The fee typically will be charged monthly or quarterly, as of the last day of each calendar month or quarter, based on the average assets under management for the month or quarter, before reduction for the Management Fee as of such date. The Management Fee shall be appropriately pro-rated for any termination of the Account Agreement as of a date other than a calendar month-end or quarter-end.

Where IndexIQ is responsible for pricing a client’s portfolio for fee billing, IndexIQ will generally use pricing information provided by an independent pricing service. Based on our investment style and the types of securities in which we generally invest on behalf of our clients, the independent pricing service is typically able to provide pricing information for securities included within our clients’ portfolios. In the event an independent pricing service is unable to obtain a price, IndexIQ will determine a fair value for that security.

II. Sponsored Programs

Wrap Accounts

The SMA Wrap programs described in Item 4 generally provide for an all-inclusive fee that covers advisory fees, trade execution, reports of activity, custodial services, and the recommendation and monitoring of investment managers. For IndexIQ’s services as investment manager in the SMA Wrap programs, IndexIQ receives a portion of the total managed account program fee paid to the sponsor by the client.

UMA / Model Portfolios

IndexIQ’s compensation for the provision of UMA or Model Portfolios for certain Sponsored Programs typically ranges between 40 and 45 basis points, generally based on a formula that reflects in part the amount of assets in accounts managed using the Model Portfolio. The amount of assets in accounts managed using the Model Portfolio and the value of those assets is determined by the program sponsor. Fees typically are calculated and paid on a monthly or quarterly basis, in advance or in arrears, as specified in the relevant program agreement.

Other Sponsored Programs

IndexIQ also participates in Sponsored Programs pursuant to which it enters into advisory agreements directly with the client of a program sponsor. In these programs, IndexIQ typically is
directed to execute all trades with the program sponsor, consistent with its duty to seek best execution. IndexIQ expects that in such programs a substantial percentage, if not all, of the client's transactions will be executed with the program sponsor, as the client generally does not pay commissions separate from the program fee paid to the sponsor.

While IndexIQ’s compensation in Sponsored Programs may be lower than IndexIQ’s standard managed account fee schedule, the overall cost of a Wrap or other sponsored program arrangement may be higher than the client otherwise would experience by paying IndexIQ’s standard fees and negotiating transactions with a broker or dealer that are payable on a per transaction basis.

The management fee for managed accounts in Sponsored Programs typically ranges between 40 and 45 basis points based on the amount of assets invested in the strategy. The amount of assets invested in the strategy and the value of those assets is determined by the program sponsor. Fees typically are paid on a monthly or quarterly basis, in advance, valued as of the last business day of each month or calendar quarter.

III. Registered Funds

For its services to Registered Funds, IndexIQ receives an advisory or subadvisory fee generally ranging from 0.09% to 0.75% of average daily net assets, payable in arrears on a monthly basis; however, fee waivers and/or expense limits may be granted that reduce these fees. The value of a Registered Fund’s assets is determined in accordance with valuation procedures adopted by IndexIQ and the Registered Fund’s Board. Additional information regarding fees and the valuation of a Registered Fund’s assets is set forth in the applicable Registered Fund’s Prospectus.

IV. General Fee Information

Generally, all fees to clients other than Registered Funds are subject to negotiation. Fee arrangements with Registered Fund clients are subject to periodic review and approval by their Boards. To the extent IndexIQ retains a Subadviser, the fees of such Subadviser will be paid from the fees of IndexIQ.

In addition to the above fees, each client is generally responsible for all expenses related to its Account, including brokerage commissions, custodial fees, interest on margin borrowing and the fees or expenses of any mutual funds and/or ETFs in which the account invests. Upon termination of any Account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Please see Item 12 herein with respect to IndexIQ’s brokerage practices.

V. Compensation

There may be instances where registered representatives of NYLIFE Distributors LLC (“NYLIFE Distributors”), who may be employees of our Firm, recommend that an advisory client, or prospective advisory client, invest in (a) IndexIQ ETFs, (b) a private fund or other investment product that we or an affiliate may sponsor, or (c) other registered mutual funds sponsored by an affiliate. When this occurs, neither IndexIQ Advisors nor any of our supervised persons receive transaction-based compensation – whether asset-based sale charges, service fees or other direct payments – for the sales that result from these recommendations to the advisory client. However,
IndexIQ generally benefits from additional investments made in the IndexIQ ETFs, given that its advisory fees are based on a percentage of assets under management. The same is true for (i) any affiliate that is a subadviser to an IndexIQ ETF that receives additional investments, (ii) the Firm or an affiliate that manages or subadvises a private fund, or (iii) an affiliate that sponsors a registered mutual fund or UCITs that receives additional investments in this way.

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

IndexIQ does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

**ITEM 7: TYPES OF CLIENTS**

As discussed in Item 4, “Advisory Business”, IndexIQ provides a broad array of investment advisory services to registered investment advisers, broker-dealers, Registered Funds operating as ETFs and Mutual Funds, and other clients that may include individuals, trusts, retirement accounts (IRAs, pensions and profit-sharing plans), state or municipal government entities, corporations, affiliated insurance companies and other institutions. IndexIQ offers its services to UMA, Wrap, and other advisory programs of third-party sponsors.

Generally, the minimum dollar value of assets required to set up an investment advisory account with IndexIQ is $10,000,000; however, IndexIQ has discretion to waive the account minimum. IndexIQ may choose to raise the account minimum based on several factors, including, without limitation, the complexity or capacity of the underlying strategy. The minimums generally may be different in advisory products offered in Sponsored Programs and for collective investment vehicles managed by IndexIQ. Please consult the offering materials for such Sponsored Programs or collective investment vehicles for information about any applicable minimum investment requirements.

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

There can be no assurances that a client will achieve its investment objective or that the strategies pursued, and methods utilized by IndexIQ will be successful under all or any market conditions.

**Investment Strategies for Registered Funds (ETFs and Mutual Funds)**

**Passive ETF Investment Strategies**

IndexIQ’s passive ETF and Mutual Fund strategies generally seek investment results that correspond, before fees and expenses, generally to the price and yield performance of its underlying index (the “Underlying Index”).

Each Underlying Index consists of many components (“Underlying Index Components”) selected in accordance with the rules-based methodology of such Underlying Index. For IndexIQ ETFs and Mutual Fund strategies that are funds of funds, Underlying Index Components will include primarily affiliated or unaffiliated ETFs and/or other exchange-traded vehicles (“ETVs”) issuing equity securities organized in the U.S. (collectively, “Underlying Funds”). Underlying Index Components generally include foreign and domestic equity securities and U.S. dollar-denominated fixed income securities traded in the U.S. or foreign markets. Each IndexIQ ETF or Mutual Fund
may also invest in one or more financial instruments, including, but not limited to, futures and forward contracts and swap agreements (collectively, “Financial Instruments”).

Each passive ETF and Mutual Fund employs a “passive management” — or indexing — investment approach designed to track the performance of the Underlying Index. Certain Registered Funds track the performance of IndexIQ Indexes, which have been developed by IndexIQ LLC. With respect to Registered Fund clients that track an IndexIQ Index, IndexIQ pays IndexIQ LLC a licensing fee on a per product basis based on assets under management, although such fees may not be paid directly by IndexIQ to IndexIQ LLC. Similar licensing fees may apply for managed account clients and IndexIQ offerings through Sponsored Programs that track IndexIQ Indices. Certain ETFs track the performance of Underlying Indices developed by independent third-party index providers. IndexIQ pays a licensing fee to such third-party index providers to license the use of an Underlying Index developed and maintained by the provider.

Additional information regarding each passively managed ETF’s strategy can be found in each Registered Fund’s applicable Prospectus and Statement of Additional Information.

**Actively Managed ETF Investment Strategies**

IndexIQ, through Subadvisers, MacKay, NYL Investors and Winslow, provides actively managed ETFs, which generally seek investment results that do not seek to replicate the performance of a specific index. Instead, these active ETFs use an active management strategy to meet their investment objectives. Consequently, investors should not expect these fund returns to track the returns of any index.

Additional information regarding each actively managed ETF’s strategy can be found in each Registered Fund’s applicable Prospectus and Statement of Additional Information.

**Investment Strategies for Managed Accounts, Sponsored Programs and Model Portfolios**

For managed account and Sponsored Program clients and the creation and maintenance of Model Portfolios, IndexIQ seeks to track the investment results that correspond, before fees and expenses, generally to the price and yield performance of an Underlying Index. The Underlying Index may be an index that has been developed by an unaffiliated third-party or by IndexIQ LLC.  

An Underlying Index consists of many Underlying Index Components selected in accordance with the Underlying Index’s rules-based methodology. For certain Underlying Indexes, a significant portion of Underlying Index Components are Underlying Funds, including ETFs and ETVs that seek to provide inverse exposure to market indices.

**Risk Factors**

Investing in securities involves risk of loss that clients should be prepared to bear. A brief explanation of the material risks associated with IndexIQ’s principal investment strategies and methods of analysis follows.
Investment Strategy Risk Factors

**Equity Securities & Fixed Income**

Equity securities investments include positions in common stocks, including preferred stocks and convertible securities. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, and general economic environments.

Fixed income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security’s value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities held long can be expected to increase when prevailing interest rates fall and decline when interest rates rise, while the values of fixed income securities sold short can be expected to decline when prevailing interest rates fall and increase when interest rates rise. The Federal Reserve has recently begun to raise the federal funds rate as part of its efforts to address rising inflation. There is a risk that interest rates will continue to rise, which will likely drive down the prices of bonds and other fixed-income securities. Due to the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase or decrease significantly in value when market interest rates fall or rise, respectively. Market risk relates to the changes in the risk or perceived risk of an issuer, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities. Income securities denominated in non-U.S. currencies are also subject to the risk of a decline in the value of the denominated currency relative to the U.S. dollar.

**Long/Short Risk**

There is no guarantee that the returns on an account’s long or short positions, if any, will produce positive returns and an account could lose money if either or both positions produce negative returns.

**Short Sales**

IndexIQ may make short sales for client accounts, in which the client account sells a security that it does not own. A short sale involves the theoretically unlimited risk of an increase in the market price of the securities sold short.

**Underlying Funds Risk**

An investment in Underlying Funds is subject to the risks associated with such Underlying Funds. A client will also indirectly bear the fees and expenses of the Underlying Funds.

**Exchange Traded Vehicle Risk**

The value of an investment in ETFs and ETVs is based on market prices and an ETF or ETV could lose money due to market developments, the failure of an active trading market to develop or
exchange trading halts or de-listings.

**Index Risk**

The performance of the Underlying Index and the account may deviate from that of the markets the Underlying Index seeks to track due to changes that are reflected in the sector more quickly than the periodic rebalancing process can track. Securities in the Underlying Index or in an account’s portfolio may also underperform in comparison to the general securities markets. The provider of the Underlying Index or the index calculation agent may make errors. The index provider may include index constituents that should have been excluded, or it may exclude index constituents that should have been included. It also may include or exclude constituents at incorrect levels.

**Tracking Error Risk**

Although an account may attempt to track the performance of an Underlying Index, the account may not be able to duplicate its exact composition or return for any number of reasons.

**Market Risk**

The market price of investments owned by an account may go up or down, sometimes rapidly or unpredictably.

**Foreign Securities Risk**

An account may invest in the securities of non-U.S. issuers, which involve risks beyond those associated with investments in U.S. securities.

**Credit Risk**

Credit risk is the risk that the issuer or guarantor of a debt instrument or the counterparty to a derivatives contract, repurchase agreement or loan of portfolio securities will be unable or unwilling to make its timely interest and/or principal payments when due or otherwise honor its obligations.

**LIBOR Discontinuance Risk**

The London Interbank Offering Rate (“LIBOR”) is intended to represent the rate at which contributing banks may obtain short-term borrowings from each other in the London interbank market. The terms of floating rate loans, financings or other transactions in the U.S. and globally have been historically tied to LIBOR, which functions as a reference rate or benchmark for various commercial and financial contracts. The regulatory authority that oversees financial services firms and financial markets in the United Kingdom, the Financial Conduct Authority, has announced that a majority of LIBOR settings will no longer be published or no longer be representative of the economic reality the LIBOR setting is intended to measure after June 30, 2023. In addition, the U.S. Federal Reserve has instructed U.S. banks to stop writing new contracts using LIBOR and has instructed that all contracts using LIBOR should wrap up by June 30, 2023. As a result of these governmental actions, LIBOR will no longer be available or no longer deemed an appropriate reference rate upon which to determine the interest rate on or impacting certain loans, notes,
derivatives and other instruments or investments comprising some or all of the client account’s portfolio after the relevant date for that LIBOR tenor.

The secured overnight financing rate (“SOFR”) is a broad measure of the cost of overnight borrowings through repurchase agreement transactions collateralized with U.S. Treasury securities. On December 16, 2022, the U.S. Federal Reserve adopted regulations implementing the Adjustable Interest Rate Act, which provides a statutory fallback mechanism to replace LIBOR, by identifying benchmark rates based on SOFR that will replace LIBOR in different categories of financial contracts after June 30, 2023. There are significant challenges to converting certain contracts and transactions to a new benchmark and the effect of any changes to LIBOR or transition to SOFR or alternative rates will vary depending on a number of factors, many of which are currently uncertain, including the benchmark fallback provisions in individual instruments and how and when industry participants continue to develop and adopt alternative reference rates and fallbacks for both new and legacy instruments. Uncertainty regarding LIBOR or regarding the application or effectiveness of SOFR and other alternative rates might lead to increased volatility and illiquidity in markets for instruments with terms tied to LIBOR, SOFR or other alternative rates.

These developments could negatively impact financial markets in general and present heightened risks, and, as a result of this uncertainty and developments relating to the transition process, investments may be adversely affected.

**Principal Risks of Registered Funds**

Investors in Registered Funds should be willing to accept a high degree of volatility in the price of a Registered Fund’s shares and the possibility of significant losses. As with all investments, an investor may lose money in a Registered Fund. An investment in a Registered Fund involves a substantial degree of risk and a Registered Fund does not represent a complete investment program. Therefore, an investor should consider carefully the following risks before investing in a Registered Fund. Additional risk factors for the Registered Funds are set forth in the Prospectus and Statement of Additional Information of each Registered Fund.

**Fund of Funds Risk**

The investment performance of a Registered Fund that operates as a fund of funds depends on the investment performance of the Underlying Funds in which the Registered Fund invests.

**Trading Price Risk**

Although it is expected that generally the market price of the shares of an ETF will approximate an ETF’s net asset value (“NAV”), there may be times when the market price of an ETF in the secondary market and the NAV vary significantly.

**Foreign Securities Valuation Risk**

To the extent a Registered Fund calculates its NAV based on fair value prices and the value of the Underlying Index is based on the securities’ closing price on a non-U.S. market (i.e., the value of the Underlying Index is not based on fair value prices), the valuation of the Registered Fund’s NAV may deviate from the calculation of the Underlying Index.
Currency Hedging Risk

A strategy that attempts to reduce the impact of changes in the value of a foreign currency against the U.S. dollar may not be successful. Currency exchange rates can be very volatile and can change quickly and unpredictably. Therefore, the value of an investment in a Registered Fund that follow a currency hedging risk strategy may also go up or down quickly and unpredictably and investors may lose money.

Geographic Risk

A natural or other disaster could occur in a geographic region in which a Registered Fund invests, which could affect the economy or particular business operations of companies in the specific geographic region, causing an adverse impact on the Fund’s investments in the affected region.

Market Event Risk

Some countries and regions in which a Registered Fund invests have experienced security concerns, outbreaks of infectious diseases, pandemics, war or threats of war and aggression, terrorism, economic uncertainty, natural and environmental disasters and/or systemic market dislocations which have led, and in the future may lead, to increased market and liquidity volatility and exchange trading suspensions and closures. These events may have adverse effects on the U.S. and world economies and markets generally, each of which may negatively impact the Registered Fund’s investments and performance.

For example, geopolitical events, such as the Ukrainian war, have increased market and liquidity volatility and have caused sanctions, trading suspensions and closures. The sanctions include legal, regulatory, currency and economic risks, and additional sanctions may be imposed in the future. The Ukrainian war has had a devastating effect on the Ukrainian and Russian economies, which have expanded to the European economy and worldwide. Certain economic sectors may be particularly affected, including but not limited to, financials, energy, metals and mining, engineering and defense and defense-related materials sectors. The duration of the war and the economic and other collateral effects cannot be known. Such events, and other related events, could have a serious negative impact on, among other things, performance, liquidity and valuation of investments.

Custody Risk

Registered Funds may invest in securities markets that are less developed than those in the U.S., which may expose a Registered Fund to risks in the process of clearing and settling trades and the holding of securities by local banks, agents and depositories. The less developed a country’s securities market is, the greater the likelihood of custody problems.

Volatility Risk

Although an Underlying Index may seek lower volatility than the equity or fixed income markets in which a Registered Fund invests, there is no guarantee that this strategy will be successful. The Underlying Index may not be successful in reducing volatility and there is a risk that the Registered Fund may experience greater volatility than the markets in which the Registered Fund invests. Securities in the Registered Fund’s portfolio may be subject to price volatility and the prices may not be less volatile than the market and could be more volatile.
Significant short-term price movements could adversely impact the performance of the Registered Fund. Market conditions in which significant price and volatility trends develop, but then repeatedly reverse, could cause substantial losses due to prices moving against the Registered Fund’s long or short positions, which are determined based on projected market trends.

**Active Management Risk**

With respect to a Registered Fund that employs active management strategies to meet its investment objective, investors should not expect returns to track the returns of any index over any period as the variability of returns is inherent to active management.

**Cash Transactions Risk**

Some of the Registered Funds may affect all creations and redemptions entirely for cash, rather than in-kind securities, thereby potentially subjecting shareholders to tax on gains they would not otherwise be subject to, or at an earlier date than, if they had made an investment in a different fund.

**Leverage Risk**

A Registered Fund’s use of swap agreements allows it to obtain investment exposures greater than it could otherwise obtain and specifically to effectively increase, or leverage, its total long investment exposures to more than its net asset value by a significant amount. The use of such leverage could result in significant losses of an investor’s investment more quickly than would be the case in an un-leveraged fund.

**Derivatives Risk**

Derivatives, including swap agreements and futures contracts, may involve risks different from, or greater than, those associated with more traditional investments. As a result of investing in derivatives, a Registered Fund could lose more than the amount it invests. Derivatives may be highly illiquid, and a Registered Fund may not be able to close out or sell a derivative position at a particular time or at an anticipated price. Derivatives also may be subject to interest rate risk, currency risk and counterparty risk, which includes the risk that a loss may be sustained by a Registered Fund as a result of the insolvency or bankruptcy of, or other non-compliance by, the other party to the transaction.

**Investment Style Risk**

Different investment styles (e.g., “growth”, “value”, “quantitative” or “ESG”) tend to shift in and out of favor depending upon market and economic conditions and investor sentiment. The Registered Funds may employ various non-traditional and alternative investment styles and may outperform or underperform other funds that invest in similar asset classes but employ different investment styles. The degree to which a Registered Fund accurately or optimally utilizes the investment style is dependent upon information and data that may be incomplete, inaccurate or unavailable, which could adversely affect the analysis of the factors relevant to a particular investment.

**Liquidity Risk**

The Registered Funds may make investments that may be illiquid or that may become less liquid
or illiquid in response to market developments or adverse investor perceptions. Illiquid investments are often more difficult to value and more difficult to sell in response to redemption requests.

**Market Capitalization Risk (Small-, Mid- and Large-Cap Stocks Risk)**

To the extent the Registered Funds emphasize small-, mid-, or large-cap stocks, they take on the associated risks. At any given time, any of these market capitalizations may be out of favor with investors.

**Non-Diversification Risk**

The Registered Funds that are non-diversified and susceptible to greater losses if a single portfolio investment declines than would a diversified Registered Fund.

**ESG Investing Style Risk**

IndexIQ may consider ESG factors alongside other, non-ESG factors in the course of its investment decisions. The application of ESG investing criteria may affect a Registered Fund’s exposure to certain sectors or types of investments and may impact a fund’s relative investment performance depending on whether such sectors or investments are in or out of favor in the market. ESG investing is subjective by nature, and therefore offers no guarantee that the ESG criteria utilized will accurately provide exposure to issuers meeting environmental, social and corporate governance criteria or any judgment with respect to an actively managed ETF, exercised by a subadvisor, will reflect the beliefs or values of any particular investor. In addition, ESG investing is dependent upon information and data that may be incomplete, inaccurate or unavailable, which could adversely affect the analysis of the factors relevant to a particular investment.

Additional information regarding ESG risks can be found in each Registered Fund’s applicable Prospectus and Statement of Additional Information.

**Technology and Cyber Security**

IndexIQ is dependent on information technology, telecommunication and other operational systems, including both proprietary or internal systems and systems used or provided by third-party service providers, such as custodians, administrators, financial intermediaries, transfer agents, index providers and other parties to which we or the third-party service providers outsource the provision of services or business operations. These systems may become disabled or fail to operate properly as a result of events or circumstances wholly or partly beyond our or their control. Further, despite implementation of a variety of risk management and security measures, our information technology and other systems, and those of service providers, could be subject to unauthorized access or other security breaches, resulting in a failure to maintain the security, availability, integrity and confidentiality of data assets. In addition, IndexIQ or its third-party service providers may process, store or transmit electronic information, including information relating to the transactions and personally identifiable information. IndexIQ has procedures and systems in place to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Moreover, the third-party service providers of IndexIQ are subject to the
same electronic information security threats as IndexIQ. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the clients and personally identifiable information may be lost or improperly accessed, used or disclosed.

While IndexIQ has established risk management systems and business continuity policies designed to reduce the risks associated with cyber security breaches and other operational disruptions, there can be no assurances that such measures will be successful particularly since IndexIQ does not control the cyber security and operational systems of issuers or third-party service providers, and certain security breaches may not be detected. IndexIQ and its service providers, as well as exchanges and market participants through or with which our products trade and other infrastructures on which our products or their service providers rely, are also subject to the risks associated with technological and operational disruptions or failures arising from, for example, processing errors and human errors, inadequate or failed internal or external processes, failures in systems and technology, errors in indices used with respect to the ETFs, changes in personnel, and errors caused by third parties or trading counterparties. In addition, there are inherent limitations to these plans and systems, and certain risks may not yet be identified, and new risks may emerge in the future.

Technology failures or cyber security breaches, whether deliberate or unintentional, including those arising from the use of third-party service providers, could have a material adverse effect on our business and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to transact business.

**Public Health Crisis**

Disruptions to commercial activity from any public health crisis, pandemic, epidemic or outbreak of a contagious disease relating to the imposition of quarantines or travel restrictions (or more generally, a failure of containment efforts) may adversely impact our portfolio investments, including by delaying or causing supply chain disruptions or by causing staffing shortages. The U.S. government, various state and local governments and many non-U.S. governmental authorities have previously implemented and may in the future implement enhanced screenings, quarantine requirements and business and travel restrictions, both domestically and internationally, in connection with the outbreak of a contagious disease. Such actions may create disruption in global demand and supply chains and contribute to significant volatility in financial markets, including changes in interest rates. These actions adversely impact a wide range of different industries. The imposition of travel restrictions and other government policies may impact our ability, or the ability of our Subadvisers, to travel in connection with potential or existing investments or to our offices, which could negatively impact our ability to effectively identify, monitor, operate and dispose of investments. The impact of a public health crisis is difficult to predict, which presents material uncertainty and risk with respect to our performance.

**Other Business Interruptions**

Our investment advisory activities or operations could be interrupted or adversely affected by extraordinary events, emergency situations or circumstances beyond our control, including, without limitation, outbreaks of infectious diseases, pandemics or any other serious public health concerns, war, terrorism, failure of technology, accidents, disasters, government macroeconomic
policies or social instability. In order to mitigate the effects of these types of events, we may activate our business continuity and disaster recovery plans. These plans may, for example, require our employees to work and access our information technology, communications or other systems from their homes or other remote locations. However, our business continuity and disaster recovery plans may not be successful, or we could be delayed in implementing or recovering our investment advisory activities or operations. For example, we may have issues or delays in accessing our information technology, communications or other systems, which could have a material adverse effect on our business.

Operational Risk

Our investment advisory operations are exposed to operational risks arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of service providers, counterparties or other third parties, failed or inadequate processes and technology or systems failures. IndexIQ seeks to reduce these operational risks through controls and procedures. However, these measures do not address every possible risk and may be inadequate to address significant operational risks.

The risks above are not a complete list of all risks with respect to IndexIQ or involved in investing in a Registered Fund and should not be relied upon as such. Additional risk information can be found in each Registered Fund’s Prospectus and Statement of Additional Information.

ITEM 9: DISCIPLINARY INFORMATION

IndexIQ does not have any disciplinary or legal events to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

IndexIQ does not engage in any other business activity other than offering IndexIQ Products. However, certain employees of IndexIQ LLC, IndexIQ’s parent company, engages in the business of developing indices and other financial products that are utilized by IndexIQ in providing investment services to clients, are dual-hatted with IndexIQ. See Item 4 for more information.

Additionally, the following relationships or arrangements with related persons are material to our business and may create potential conflicts of interest:

Broker-Dealer

Some of our employees are registered with the Financial Industry Regulatory Association ("FINRA") as representatives and principals of NYLIFE Distributors. NYLIFE Distributors is an affiliate and is registered as a broker-dealer with the SEC. NYLIFE Distributors has entered into a services agreement with ALPS Distributors, Inc., the principal underwriter of IndexIQ ETF Trust and IndexIQ Active ETF Trust, to distribute shares of IndexIQ ETF Trust and IndexIQ Active ETF Trust. By virtue of their FINRA registrations, certain of our employees may promote the sale of the IndexIQ Registered Funds to registered representatives of other broker-dealers who may recommend that their clients purchase these products.

NYLIFE Distributors may compensate registered employees who promote the sale of the IndexIQ,
Registered Funds for their efforts and IndexIQ may make payments to NYLIFE Distributors to help fund such compensation. This arrangement presents a potential conflict of interest because IndexIQ has a financial incentive to recommend IndexIQ Funds rather than making a different recommendation for which there is no prospect of such compensation. We do not use broker-dealers affiliated with New York Life to execute securities transactions for our clients.

**Investment Advisers**

NYLIM provides certain services to support IndexIQ. New York Life has also designated certain officers to serve on IndexIQ’s Board of Managers. In addition, certain employees of NYLIM are dual-hatted with IndexIQ. IndexIQ also receives certain accounting, finance, operations, compliance, legal and other support services from NYLIM and New York Life.

IndexIQ is affiliated with, and has material relationships with, the following SEC registered investment advisers:

- **Ausbil Investment Management Limited** (SEC File No. 801-118742): acts as a subadviser for SMAs for which NYLIM serves as adviser.
- **Candriam S.C.A.** (SEC File No. 801-80510): acts as a subadviser to mutual funds for which NYLIM serves as adviser.
- **MacKay Shields LLC** (SEC File No. 801-5594): acts as a subadviser for certain ETFs for which IndexIQ serves as adviser and mutual funds for which NYLIM serves as adviser. MacKay also serves as the investment manager of various limited partnerships and engages in other advisory services. Clients of IndexIQ may be solicited to invest in such limited partnerships or in others for which MacKay Shields serves in a similar capacity.
- **Apogem Capital LLC** (SEC File No. 801-118844): serves as the investment manager of various limited partnerships, manages portfolios of commercial loans and related debt and equity investments and also engages in other advisory services in which clients of IndexIQ may invest.
- **NYL Investors LLC** (SEC File No. 801-78759): acts as a subadviser for certain ETFs for which IndexIQ serves as adviser and certain mutual funds and institutional accounts for which NYLIM serves as adviser.
- **New York Life Investment Management LLC** (SEC File No. 801-57396): acts as an adviser for certain mutual funds and institutional accounts. NYLIM advised mutual funds invest in ETFs managed by IndexIQ. Clients of IndexIQ may be solicited to invest in mutual funds or separately managed accounts advised by NYLIM.

IndexIQ LLC has engaged Candriam S.C.A. (“Candriam”), an affiliate, as an index consultant to assist IndexIQ LLC with the development, calculation and maintenance of certain IndexIQ Indexes. Candriam is an affiliate of IndexIQ. As an index consultant, Candriam assists IndexIQ
LLC with the identification, formulation and construction of potential IndexIQ Indices, the testing of potential IndexIQ Indices, documentation of index methodologies, and ongoing calculation and maintenance of certain IndexIQ Indices.

IndexIQ has entered into service agreements with NYLIM, New York Life and other insurance subsidiaries of New York Life whereby IndexIQ provides certain trading and administrative services for funds and accounts which such entities advise, sponsor, act as trustee, or have a substantial interest. IndexIQ employees execute trades for funds or accounts managed by NYLIM, subject to NYLIM’s instructions. Except for the relationships described above, the investment management and operations functions at IndexIQ and our affiliates are generally separate. IndexIQ and our affiliates have implemented information barriers that serve to limit the dissemination of material non-public information and to permit the investment management, trading and operations functions of each firm to operate without regard to or interference from the other. IndexIQ and our affiliates, however, may share information concerning counterparty risk. We believe that operating independently enables each firm to pursue the investment objectives of clients without reference to limitations resulting from investment activities of the other. To support this policy, we and our affiliates have adopted certain procedures, including a portfolio information barrier between us and these other affiliated investment firms. In the event such information is shared, appropriate controls are placed around the information in order to limit any potential conflicts of interest. In addition, IndexIQ has implemented certain monitoring processes, including monitoring personal trading against trading blotters.

**Banking Institution**

New York Life Trust Company is an affiliate and is a New York State chartered trust company. Certain officers of IndexIQ are also officers of New York Life Trust Company.

**Insurance Company**

IndexIQ is an indirect wholly-owned subsidiary of New York Life. New York Life is a mutual insurance company that is an admitted insurer in all 50 states and in the District of Columbia. IndexIQ may manage a portion of the New York Life general or other accounts or the general or other accounts of other insurance companies that are subsidiaries of New York Life from time to time. As a result, the potential exists for conflicts to arise as to the allocation of investment opportunities between New York Life and IndexIQ’s other clients.

**ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT**

**Code of Ethics and Personal Trading**

IndexIQ has a fiduciary relationship with our clients that requires that we and our employees place the interests of our clients first and foremost. Accordingly, our Code of Ethics (the “Code”) covers all employees and sets forth guidelines that promote ethical conduct generally. In addition to the Code’s policies regarding personal securities trading, the Code requires our employees to follow policies and procedures relating to the conduct standards of our Code including integrity and business conduct, conflicts of interest, inside information and information barriers, electronic communications and social media, gifts and entertainment, personal political contributions, foreign corrupt practices, self-indexing, and selective disclosure of portfolio holdings. A copy of our Code is available upon request. Our contact information appears on the cover page of this brochure.

While we permit our employees to engage in personal securities transactions, we recognize that
these transactions may raise potential conflicts of interests. This is particularly true when they involve securities owned by, or considered for purchase or sale for, a client account.

We address potential conflicts of interests in our Code by requiring that, with regard to investments and investment opportunities, our employees’ first obligation is to our clients. Our Code requires that all employees adhere to the highest duty of trust and fair dealing. All employees: (i) must conduct their personal securities transactions in a manner that does not interfere with any client’s portfolio transactions or take inappropriate advantage of an employee’s relationship with a client, (ii) may not trade while in possession of material, non-public information, (iii) may not engage in short-term trading (the purchase and sale or sale and purchase within 30 days) of any MainStay mutual fund advised by NYLIM, and (iv) must certify annually to compliance with the Code and related policies.

Some provisions of our Code, particularly with respect to personal trading, apply only to Access Persons and Investment Personnel. Access Persons are defined as officers or directors of IndexIQ, employees who have access to non-public information regarding any client’s purchase or sale of securities, or employees who have non-public information regarding the portfolio holdings of any account that we advise. While certain exceptions may apply, generally Access Persons:

- Subject to certain exceptions, may not purchase or sell “Covered Securities” without pre-clearance through our Compliance Department. Covered Securities exclude: (i) transactions involving direct obligations of the US Government; (ii) shares of unaffiliated open-end investment companies; (iii) commercial paper; (iv) certificates of deposit; (v) high-quality short-term investments and interests in qualified state college tuition programs; and (vi) cryptocurrencies or digital currencies, such as Bitcoin or Ether, which are a virtual or digital representation of value. However, a virtual currency token offered in an initial or digital coin offering will be deemed a Covered Security for purposes of the Code and subject to preclearance requirements.

- May not purchase and sell (or exchange) or sell and purchase (or exchange) the same (or equivalent) Covered Security within 60 days, without approval from our Compliance Department

- May not purchase or sell a Covered Security on a day when there is a buy or sell order for a client.

- May not purchase securities in initial public offerings or in connection with private placements except with the express written prior approval of our Chief Compliance Officer or designee.

- May not participate in investment clubs.

- Must file quarterly reports and certifications of covered trading activity.

- Must pre-clear transactions in IndexIQ ETFs.

- Must hold IndexIQ ETFs for a period of seven calendar days
- IndexIQ also seeks to avoid conflicts of interest by placing additional limitations on the personal trading activity of certain employees, which include blackout periods and preclearance approval requirements.

Investment Personnel must adhere to the following additional restrictions. Investment Personnel are defined as employees who in connection with their regular functions participate in making recommendations regarding the purchase or sale of securities for client accounts (i.e., portfolio managers, traders and analysts):

- May not purchase or sell securities (subject to a de minimis threshold) for their own account if such securities have been purchased or sold for a client account in the prior seven days or can reasonably be expected to be purchased or sold for a client account in the next seven days.

- May not trade in options with respect to individual securities. Transactions in index options effected on a broad-based index are permitted.

Access Persons may only open brokerage accounts with a firm that provides the Compliance Department with an electronic feed of trade confirmations and statements.

**Participation or Interest in Client Transactions**

IndexIQ, consistent with clients’ investment objectives and in accordance with applicable law, may cause accounts it manages to effect, and will recommend to clients or prospective clients, the purchase or sale of securities in which IndexIQ, other New York Life affiliates, other IndexIQ advisory accounts, or separately managed accounts in which IndexIQ or its affiliates or their respective officers and employees have a direct or indirect ownership interest. For example, IndexIQ may suggest that a managed account client invest in a Registered Fund for which IndexIQ serves as investment adviser. Such recommendations could include ETFs managed by IndexIQ that pay management fees to IndexIQ (“Affiliated ETFs”). Underlying Indices may include as a component one or more Affiliated ETFs.

IndexIQ may also invest, on behalf of its advisory clients, in the same or different securities or instruments of issuers in which these same entities have a financial interest as a holder of the securities or instruments of the issuers.

IndexIQ has a conflict of interest in connection with these transactions because investments by its advisory clients may benefit IndexIQ and its affiliates, officers and employees by potentially increasing the value of the investments held in the issuer. In addition, if the value of such assets increases, the asset-based fees charged by IndexIQ will also increase.

IndexIQ seeks to ensure that any investment it makes on behalf of an advisory client is consistent with (i) applicable law, (ii) IndexIQ’s fiduciary obligations to act in the best interests of the client, and (iii) such client’s investment objectives.

IndexIQ does not engage in principal transactions with client accounts and would secure applicable client consent if it did so in the future.
ITEM 12: BROKERAGE PRACTICES

IndexIQ’s policy is to obtain the best execution of client transactions over the long-term, considering the full range and quality of services offered by executing brokers.

IndexIQ will give primary consideration to obtaining the most favorable prices and efficient executions of transactions in implementing trading policy. Consistent with this policy, when securities transactions are traded on an exchange, IndexIQ’s policy will be to pay commissions that it determines to be fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. IndexIQ believes that a requirement always to seek the lowest possible commission cost could impede effective portfolio management and preclude accounts from obtaining a high quality of brokerage services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, IndexIQ will rely upon its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage and services received from the broker effecting the transaction. The full range of brokerage services applicable to a particular transaction may be considered when making this judgment, which may include, but are not limited to: liquidity, price, commission, timing, aggregated trades, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, speed of automation, knowledge of other buyers or sellers, administrative ability, underwriting and provision of information on a particular security or market in which the transaction is to occur.

IndexIQ does not consider a broker’s or dealer’s sale of mutual funds or ETFs, when determining whether to select such broker or dealer to execute fund portfolio transactions.

Soft Dollars

As permitted by Section 28(e) of the Exchange Act of 1934 Act, IndexIQ may cause an account to pay a broker-dealer a commission for effecting a securities transaction that is in excess of the commission that another broker-dealer would have charged for effecting the transaction if IndexIQ makes a good faith determination that the broker’s commission paid by the account is reasonable in relation to the value of the research and/or brokerage products and services provided by the broker-dealer, viewed in terms of either the particular transaction or IndexIQ’s overall responsibilities to the account and its other investment advisory clients. The practice of using a portion of an account’s commission dollars to pay for research and/or brokerage products and services provided to IndexIQ is sometimes referred to as “soft dollars.” Section 28(e) is sometimes referred to as a “safe harbor” because it permits this practice, subject to a number of restrictions, including IndexIQ’s compliance with certain procedural requirements and limitations on the type of research and/or brokerage products and services that qualify for the safe harbor.

IndexIQ participates in so-called “commission sharing arrangements,” under which IndexIQ executes transactions through a broker-dealer and requests that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research or brokerage products and services to IndexIQ. Related to these commission sharing arrangements, IndexIQ has engaged an independent third-party vendor for commission aggregation and third-party research payment in association with our use of soft dollars. Commission aggregation allows us to seek best execution across network of brokers while consolidating the administrative and reporting function of the soft dollar payment with the third-party vendor.
Research and/or brokerage products and services provided to IndexIQ through soft dollars may be used by IndexIQ in servicing all of its accounts. Section 28(e) permits IndexIQ to use brokerage or research services for the benefit of any account it manages. Certain accounts managed by IndexIQ may generate soft dollars used to purchase research and/or brokerage products and services that ultimately benefit other accounts managed by IndexIQ, effectively cross subsidizing the other accounts managed by IndexIQ that benefit directly from the product. IndexIQ may not necessarily use all of the research and/or brokerage products and services in connection with managing the account whose trades generated the soft dollars used to purchase such products and services. Some of these products and services are also available to IndexIQ for cash and some may not have an explicit cost or determinable value. With respect to certain products or services, a portion of the product or service is an eligible brokerage or research product or service under Section 28(e), while another portion is not. These are referred to as “mixed-use” products and services. For mixed-use products and services, IndexIQ makes a good faith allocation between the portion of the product or service that is an eligible research or brokerage product or service and the portion that is not and IndexIQ will pay for the portion of the product or service that is not an eligible research or brokerage product or service with hard dollars. In making determinations about the allocations for mixed-use items, a conflict of interest may exist in allocating the costs of such benefits and services between those that primarily benefit IndexIQ and those that primarily benefit clients.

To facilitate trading for a client, IndexIQ may aggregate or “bunch” trades when more than one client participates in a trade. IndexIQ will allocate trades in a manner that ensures, based on the needs and financial objectives of its clients, that it distributes investment opportunities among clients in a manner that is fair and equitable, taking into consideration the following factors, among others: trade targets with respect to each account or index weights; investment objectives and restrictions; risk management requirements; adherence to any limits as defined in a client’s investment guidelines; amount of each client’s assets; each client’s capital availability for trades of the type under consideration; liquidity and availability of securities; and eligibility to participate in the transaction.

If an aggregated order for equity securities is only partially filled on the date the order is placed, the portion of the order that has been filled will be allocated to all participating accounts in the same manner that the entire order would have been allocated.

With respect to accounts managed by a Subadviser, the Subadviser is responsible for decisions to buy and sell securities, for broker-dealer selection and for negotiation of brokerage commission rates pursuant to a Sub-Advisory Agreement. The Sub-Advisory Agreement permits the Subadviser to consider several factors in selecting brokers and dealer when executing portfolio trades. In selecting the brokers or dealers for any transaction in portfolio securities, each Subadviser takes into account certain factors that may include: price, including the applicable brokerage commission or dollar spread; the size of the order; the nature of the market for the security; the timing of the transaction; the reputation, experience and financial stability of the broker-dealer involved; the quality of the service; the difficulty of execution, and the execution capabilities and operational facilities of the firm involved; and the firm’s risk in positioning a block of securities. The overall reasonableness of brokerage commission paid is evaluated by the Subadviser based upon its knowledge of available information as to the general level of commissions paid by other institutional investors for comparable services.
ITEM 13: REVIEW OF ACCOUNTS

Monitoring

IndexIQ continuously monitors all managed accounts in an effort to ensure that client objectives are being achieved. The portfolio managers of an account have primary responsibility for reviewing each account managed, including reviewing the appropriateness of portfolio holdings and transactions in light of each account’s investment objectives, guidelines and restrictions.

IndexIQ periodically reviews, among other things, account performance, the implementation of portfolios, broker execution, liquidity, costs of strategy implementation, portfolio-index tracking error where the portfolio is managed to replicate the returns of an index, and other aspects of portfolio management.

Trade Errors

IndexIQ has a policy in place pertaining to the correction of trade errors. In the event that an error occurs, it is identified and corrected as soon as practicable. Generally, client accounts are made whole for any losses. However, pursuant to the policy, we may not reimburse for a de minimis error, which we define as a loss of $25 or less per account.

With respect to trade errors that occur in a Sponsored Program, such errors are typically corrected in accordance with each sponsor’s trade error policy. This may include the use of a trade error account that is maintained at the sponsor.

Compliance Oversight

IndexIQ’s Investments Compliance area is an extension of the New York Life Corporate Compliance Department. The Chief Compliance Officer (“CCO”) of IndexIQ is responsible for the oversight and maintenance of the compliance function. Certain compliance and other support functions within IndexIQ are supported by the infrastructure of NYLIM and the Corporate Compliance Department of New York Life. The CCO of IndexIQ also serves as the CCO of other affiliated entities.

IndexIQ is an investment adviser registered with the SEC under Section 203 of the Investment Advisers Act of 1940, as amended (the “Advisers Act”). As such, pursuant to Rule 206(4)-7 under the Advisers Act, it is unlawful for us to provide investment advice to clients unless we: (i) have written policies and procedures in place that are reasonably designed to detect and prevent violations of the Advisers Act; (ii) review no less frequently than annually, the adequacy of our policies and procedures and the effectiveness of their implementation; and (iii) designate a Chief Compliance Officer responsible for administering the policies and procedures under Rule 206(4)-7. Also pursuant to Rule 206(4)-7, we have put in place a program tailored to our business that includes written policies and procedures that we believe are reasonably designed to detect and prevent violations of the Advisers Act and other governing laws and regulations. Such policies and procedures include, but are not limited to, those relating to supervisory activity, portfolio management and trading related practices, code of ethics, personal trading, information barrier, books and records, sales and marketing, pricing, proxy voting, anti-money laundering, privacy and business continuity and information security (the “Compliance Program”).

Although we acknowledge that compliance is the responsibility of all employees, Investments
Compliance is primarily responsible for overseeing the implementation of the Compliance Program. As such, Investments Compliance maintains an assessment calendar which provides for a portion of the policies and procedures to be assessed throughout the year. Testing criteria includes ongoing evaluations and tests of the effectiveness of the Compliance Program, including ensuring each policy and procedure properly reflects current implementation practices and applicable rules and regulations. Procedures are revised as needed throughout the year, or as we deemed necessary or appropriate, to enhance implementation practices or to reflect rule changes. The results of these reviews, including procedural revisions that are made, are reported to the IndexIQ Compliance Committee on a semi-annual basis.

Client Reporting

The content and frequency of client reports varies by client. IndexIQ typically discusses a client’s reporting requirements as part of the contract negotiations. Quarterly performance reports are generally provided by IndexIQ to separately managed account clients, unless otherwise agreed upon. In addition, separately managed account clients will receive account statements no less frequently than quarterly from their custodian.

The Board receives quarterly performance reports, as well as other account information. Generally, reports include rolling performance data, index comparisons and general fund information.

With respect to Sponsored Programs, account holders typically receive client reports from the account sponsor and do not receive client reports from us.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

IndexIQ does not currently have any client referral arrangements in place. However, from time to time, IndexIQ may enter into solicitation agreements with certain of our other affiliated investment advisers to refer clients to each other. In this case, IndexIQ may pay or receive a cash fee for such referrals. If IndexIQ pays or receives a cash fee for client referrals, IndexIQ will comply with the requirements of Rule 206(4)-1 under the Advisers Act (the “Marketing Rule”) to the extent applicable.

ITEM 15: CUSTODY

IndexIQ does not have direct or indirect custody of any client funds or securities. All client accounts are maintained at qualified custodians, such as banks or broker-dealers chosen by the client. Clients receive account statements directly from their custodians.

ITEM 16: INVESTMENT DISCRETION

With respect to its discretionary accounts, IndexIQ has full discretionary authority to manage the investment and re-investment of the cash, securities, investments and other property in each account and all earnings on the assets in the account not otherwise withdrawn by the client, with power on behalf of and in the name of the client all without prior consultation with the client. IndexIQ has absolute discretion over each account's trading strategy, including the allocation of the account's assets between different types or classes of investments in which IndexIQ invests and the securities and other instruments which are purchased or sold. IndexIQ will share this discretionary authority with any Subadviser that IndexIQ hires to assist in client portfolio management.
When a Subadviser is selected by IndexIQ, unless otherwise directed in writing by the client, the Subadviser has discretion with respect to the investment of a client’s assets.

Limitations on IndexIQ’s and any Subadviser’s authority, and the authority of a manager or adviser more generally, are guided by (i) its responsibility to act as a fiduciary when handling clients’ accounts, (ii) the registration statement of a Registered Fund, and (iii) the duty to seek best execution for client trades.

IndexIQ abides by the investment guidelines and restrictions set forth in each client’s investment advisory agreement or prospectus, as applicable.

**ITEM 17: VOTING CLIENT SECURITIES**

IndexIQ has adopted a Proxy Voting Policy. This Policy is designed to ensure that all proxies are voted in the best interest of our clients without regard to our interests or the interests of our affiliates. In voting proxies, IndexIQ takes into account long term economic value in evaluating issues relating to items such as corporate governance, including structures and practices, accountability and transparency, the nature of long-term business plans, including sustainability policies and practices to address environmental and social factors that are likely to have an impact on shareholder value, and other non-financial measures of corporate performance. With respect to IndexIQ Funds where IndexIQ has retained the services of a subadviser to provide day-to-day portfolio management for an IndexIQ Fund, IndexIQ may delegate proxy voting authority to the subadviser; provided that the subadviser either (i) follows IndexIQ’s Proxy Voting Policy and the Funds’ Procedures; or (ii) has demonstrated that its proxy voting policies and procedures are consistent with IndexIQ’s Proxy Voting Policies and Procedures or are otherwise implemented in the best interests of IndexIQ’s clients and appear to comply with governing regulations.

To assist us in researching and voting proxies for those accounts for which we have retained voting rights, we have engaged Institutional Shareholder Services (“ISS”), a third party proxy service provider. Except as where instructed by a client to use client-specified proxy voting guidelines, IndexIQ has adopted ISS’s sustainability proxy voting guidelines (the “Sustainability Guidelines”) for non-ESG focused strategies. The Sustainability Guidelines are consistent with the objectives of sustainability-minded investors and fiduciaries.

With respect to voting proxies on behalf of clients invested in ESG focused strategies or funds that follow indices seeking to track the performance of equity securities of companies meeting ESG investing criteria, IndexIQ has adopted ISS’s socially responsible investing proxy voting guidelines (“SRI Proxy Voting Guidelines”). SRI Proxy Voting Guidelines are designed to address ESG financial and social objectives of such investment strategies. IndexIQ’s assessment is that investors in such strategies may expect portfolio companies to take more urgent action on certain proxy voting proposals. Proxies on a proposal may be voted differently for clients when the Sustainability Guidelines are used for some clients and the SRI Proxy Voting Guidelines are used for others.

IndexIQ exercises its proxy voting rights with the goal of maximizing the value of the client’s investments. All proxy voting proposals are reviewed, categorized, analyzed and voted in accordance with the either the Sustainability Guidelines or SRI Proxy Voting Guidelines (collectively, the “Proxy Voting Guidelines”). The Proxy Voting Guidelines are reviewed.
periodically and updated as necessary to reflect new issues and any changes in policies on specific issues. Items that can be categorized under the Proxy Voting Guidelines will be voted in accordance with any applicable guidelines. Proposals that cannot be categorized under the Proxy Voting Guidelines will be referred to the Portfolio Oversight Committee (“POC”) for discussion and vote. Additionally, the POC may review any proposal where it has identified a company, industry or issue for special scrutiny or a potential conflict of interest. With respect to voting proxies of foreign companies, IndexIQ weighs the cost of voting and potential inability to sell the securities, which may occur during the voting process, against the benefit of voting the proxies to determine whether or not to vote.

For clients invested in ESG focused strategies or funds that follow indices seeking to track the performance of equity securities of companies meeting ESG investing criteria, IndexIQ will call stock loans in anticipation of votes to be taken among holders of the securities.

IndexIQ’s proxy voting policy and procedures are available upon request. IndexIQ’s contact information appears on the cover page of this brochure.

Generally, IndexIQ is not responsible for voting and does not vote proxies for clients in Sponsored Programs for which IndexIQ provides a Model Portfolio, nor does IndexIQ receive proxy solicitations for such clients. However, in circumstances when Sponsored Program clients authorize IndexIQ to vote proxies for such Sponsored Program client accounts, IndexIQ will use the applicable ISS policy.

**ITEM 18: FINANCIAL INFORMATION**

At this time, IndexIQ is not required to file a balance sheet for our most recent fiscal year because we do not require or solicit prepayment of more than $1,200 in fees per client six months or more in advance. IndexIQ has no financial condition that impairs its ability to meet contractual commitments to clients and has never been the subject of a bankruptcy proceeding.

**ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

IndexIQ is registered with the SEC and provides notice filings to certain states. IndexIQ is not registered with any state securities authorities.
This Brochure Supplement provides information about Gregory Grant Barrato that supplements the IndexIQ Advisors LLC ("IndexIQ") Brochure. You should have received a copy of that brochure. If you have any questions about the contents of the Brochure or this Brochure Supplement, please contact us at (888) 474-7725. Additional information about IndexIQ is also available on the SEC’s website at www.adviserinfo.sec.gov.
Educational Background and Business Experience

Gregory Grant Barrato has served as Senior Portfolio Manager at IndexIQ since 2018. Mr. Barrato served as Portfolio Manager at IndexIQ from 2010 to 2018. Prior to IndexIQ, Mr. Barrato served as Head Trader at Lucerne Capital Management and Assistant Trader at Reach Capital Management from 2004 to 2010.

Mr. Barrato received his B.S. from University of Connecticut.

Mr. Barrato was born in 1980.

Disciplinary Information

Mr. Barrato does not have any legal or disciplinary events to report.

Outside Business Activities

Mr. Barrato does not have any other business activities to report.

Additional Compensation

Mr. Barrato does not have any additional compensation to report.

Supervision

The advice to clients provided by Mr. Barrato is supervised in accordance with the firm’s policies and procedures. Jack Benintende, Chief Operating Officer, is responsible for supervising Mr. Barrato. Mr. Benintende can be reached at (888) 474-7725.
This Brochure Supplement provides information about Jack Benintende that supplements the IndexIQ Advisors LLC ("IndexIQ") Brochure. You should have received a copy of that brochure. If you have any questions about the contents of the Brochure or this Brochure Supplement, please contact us at (888) 474-7725. Additional information about IndexIQ is also available on the SEC’s website at www.adviserinfo.sec.gov.
Educational Background and Business Experience

Mr. Benintende has served as Chief Operating Officer of IndexIQ since 2023. Mr. Benintende is also a Managing Director of New York Life Investments since May 2007 and is currently responsible for the accounting and financial reporting for the MainStay Mutual Funds, as well as the Transfer Agent Operations. He is also responsible for the Separately Managed Accounts Trading and Operations and serves as the President of New York Life Trust Company. Prior to joining New York Life Investments, Mr. Benintende worked at Prudential Financial as a Vice President in Mutual Fund Administration.

Mr. Benintende received a B.B.A degree in Accounting from Pace University. In addition, he is a Certified Public Accountant, as well as a non-practicing Certified Financial Planner.

Mr. Benintende was born in 1964.

Disciplinary Information

Mr. Benintende does not have any legal or disciplinary events to report.

Outside Business Activities

Mr. Benintende does not have any other business activities to report.

Additional Compensation

Mr. Benintende does not have any additional compensation to report.

Supervision

The advice to clients provided by Mr. Benintende is supervised in accordance with the firm’s policies and procedures. Kirk Lehneis, Senior Managing Director, Chief Executive Officer, is responsible for supervising Mr. Benintende. Mr. Lehneis can be reached at (888) 474-7725.
This Brochure Supplement provides information about Salvatore John Bruno that supplements the IndexIQ Advisors LLC ("IndexIQ") Brochure. You should have received a copy of that brochure. If you have any questions about the contents of the Brochure or this Brochure Supplement, please contact us at (888) 474-7725. Additional information about IndexIQ is also available on the SEC’s website at www.adviserinfo.sec.gov.
Educational Background and Business Experience

Salvatore John Bruno has served as Head of Index Operations and Chief Investment Officer at IndexIQ since 2007. Prior to joining IndexIQ, Mr. Bruno was at Deutsche Asset Management as Head of Quantitative Research (2003-2005) and as a Portfolio Manager (2005-2007).

Mr. Bruno received his B.S. from Cornell University and his M.B.A. from New York University-Stern School of Business.

Mr. Bruno was born in 1966.

Disciplinary Information

Mr. Bruno does not have any legal or disciplinary events to report.

Outside Business Activities

Mr. Bruno is a registered representative of NYLIFE Distributors LLC, which is a registered broker-dealer affiliated with IndexIQ conducting sales of certain IndexIQ products.

Additional Compensation

Mr. Bruno does not have any additional compensation to report.

Supervision

The advice to clients provided by Mr. Bruno is supervised in accordance with the firm’s policies and procedures. Kirk Lehneis, Senior Managing Director and Chief Executive Officer, is responsible for supervising Mr. Bruno. Mr. Lehneis can be reached at (888) 474-7725.
BROCHURE SUPPLEMENT

Form ADV Part 2B
March 29, 2023

IndexIQ Advisors LLC
51 Madison Ave
New York, NY 10010
http://www.newyorklifeinvestments.com/etc
(888) 474-7725

JAMES FREY HARRISON JR.
Director, Portfolio Manager

This Brochure Supplement provides information about James Frey Harrison Jr. that supplements the IndexIQ Advisors LLC (“IndexIQ”) Brochure. You should have received a copy of that brochure. If you have any questions about the contents of the Brochure or this Brochure Supplement, please contact us at (888) 474-7725. Additional information about IndexIQ is also available on the SEC’s website at www.adviserinfo.sec.gov.
JAMES FREY HARRISON JR
Director, Senior Portfolio Manager
51 Madison Ave
New York, NY 10010
(212) 576-6096

Educational Background and Business Experience

James Frey Harrison Jr. has served as Portfolio Manager at IndexIQ since 2018. Mr. Harrison served as Junior Portfolio Manager at IndexIQ from 2015 to 2018. Prior to IndexIQ, Mr. Harrison served as a New York Stock Exchange Floor Broker and Equity Sales trader for Cuttone & Company from 2010 to 2015.

Mr. Harrison received his B.A. from St. Lawrence University.

Mr. Harrison was born in 1988.

Disciplinary Information

Mr. Harrison does not have any legal or disciplinary events to report.

Outside Business Activities

Mr. Harrison is a registered representative of NYLIFE Distributors LLC, which is a registered broker-dealer affiliated with IndexIQ conducting sales of certain IndexIQ products.

Additional Compensation

Mr. Harrison does not have any additional compensation to report.

Supervision

The advice to clients provided by Mr. Harrison is supervised in accordance with the firm’s policies and procedures. Jack Benintende, Chief Operating Officer, is responsible for supervising Mr. Harrison. Mr. Benintende can be reached at (888) 474-7725.
This Brochure Supplement provides information about Francis Ok that supplements the IndexIQ Advisors LLC (“IndexIQ”) Brochure. You should have received a copy of that brochure. If you have any questions about the contents of the Brochure or this Brochure Supplement, please contact us at (888) 474-7725. Additional information about IndexIQ is also available on the SEC’s website at www.adviserinfo.sec.gov.
Francis Ok has served as Managing Director, Senior Portfolio Manager at IndexIQ since 2022. Prior to IndexIQ, Mr. Ok served as Managing Director, Head of Equity Trading and Portfolio Manager at MacKay Shields LLC from 2018 to 2022. Mr. Ok was formerly with Cornerstone (including predecessor entities) from 1994 through 2017 and was the Lead Portfolio Manager for the firm’s Passive Equity strategies. Mr. Ok was also the Head of Trading for the company. Prior to joining Cornerstone, Mr. Ok managed the trading desk at Monitor Capital Advisors LLC. Mr. Ok has worked in the investment industry since 1994.

Mr. Ok received his B.S. in Economics from Northeastern University.

Mr. Ok was born in 1970.

Mr. Ok does not have any legal or disciplinary events to report.

Mr. Ok does not have any other business activities to report.

Mr. Ok does not have any additional compensation to report.

The advice to clients provided by Mr. Ok is supervised in accordance with the firm’s policies and procedures. Jack Benintende, Chief Operating Officer, is responsible for supervising Mr. Ok. Mr. Benintende can be reached at (888) 474-7725.
This Brochure Supplement provides information about Mikias Tesfa that supplements the IndexIQ Advisors LLC ("IndexIQ") Brochure. You should have received a copy of that brochure. If you have any questions about the contents of the Brochure or this Brochure Supplement, please contact us at (888) 474-7725. Additional information about IndexIQ is also available on the SEC’s website at www.adviserinfo.sec.gov.
MIKIAS TESFA
Senior Associate, Junior Portfolio Manager
51 Madison Ave
New York, NY 10010
(212) 576-5872

Educational Background and Business Experience

Mikias Tesfa has served as Junior Portfolio Manager at IndexIQ since 2021. Prior to IndexIQ, Mr. Tesfa served as Junior Trader at WallachBeth Capital from 2019 to 2021.

Mr. Tesfa received his B.B.A from CUNY Baruch College.

Mr. Tesfa was born in 1997.

Disciplinary Information

Mr. Tesfa does not have any legal or disciplinary events to report.

Outside Business Activities

Mr. Tesfa is a registered representative of NYLIFE Distributors LLC, which is a registered broker-dealer affiliated with IndexIQ conducting sales of certain IndexIQ products.

Additional Compensation

Mr. Tesfa does not have any additional compensation to report.

Supervision

The advice to clients provided by Mr. Tesfa is supervised in accordance with the firm’s policies and procedures. Jack Benintende, Chief Operating Officer, is responsible for supervising Mr. Tesfa. Mr. Benintende can be reached at (888) 474-7725.
## WHAT DOES NEW YORK LIFE INVESTMENTS DO WITH YOUR PERSONAL INFORMATION?

### Why?
Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

### What?
The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Name, address, birth date, social security number, income and household information.
- Information about your account balances and financial transactions with us, such as types of products you purchased, account status, or trading history.
- Information gathered from our websites, such as through online forms, site visit data and information collection devices ("cookies").
- Information from outside sources, such as public information.
- Information collected from consumer reporting agencies.

### How?
All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons New York Life Investments chooses to share; and whether you can limit this sharing.

<table>
<thead>
<tr>
<th>Reasons we can share your personal information</th>
<th>Does New York Life Investments share?</th>
<th>Can you limit this sharing?</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>For our everyday business purposes</strong>—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>For our marketing purposes</strong>—to offer our products and services to you</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>For joint marketing with other financial companies</strong></td>
<td>No</td>
<td>We do not share</td>
</tr>
<tr>
<td><strong>For our affiliates’ everyday business purposes</strong>—information about your transactions and experiences</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>For affiliates to market to you</strong></td>
<td>No</td>
<td>We do not share</td>
</tr>
<tr>
<td><strong>For nonaffiliates to market to you</strong></td>
<td>No</td>
<td>We do not share</td>
</tr>
</tbody>
</table>

### Questions?

- Apogem Capital LLC: (212) 601-3614
- IndexIQ Advisors, LLC: (888) 474-7725
- MacKay Shields LLC: (212) 758-5400
- MainStay Funds: (800) 624-6782
- New York Life Investment Management LLC: (888) 474-7725
- NYL Investors LLC: (212) 576-7915
### Who we are

**Who is providing this notice?**  
“New York Life Investments” is both a service mark, and the common trade name, of certain investment advisors affiliated with New York Life Insurance Company. The products and services of New York Life Investments' boutiques are not available to all clients and in all jurisdictions or regions.

New York Life Investments includes the following:
- Apogem Capital LLC
- IndexIQ Advisors, LLC
- MacKay Shields LLC
- Mainstay Funds
- New York Life Investment Management LLC
- NYL Investors LLC

### What we do

**How does New York Life Investments protect my personal information?**  
We maintain physical, electronic, and procedural safeguards that meet state and federal regulations. Access to customer information is limited to people who need the information to perform their job responsibilities. We regularly update and improve our security standards, procedures, and technology to protect against unauthorized access to your information.

**How does New York Life Investments collect my personal information?**  
We collect your personal information, for example, when you
- Open an account
- Conduct transactions in your account, such as trades, deposits or withdrawals
- Provide us your income information
- Show us your government-issued ID for verification purposes
- Provide account information

**Why can’t I limit all sharing?**  
Federal law gives you the right to limit only
- sharing for affiliates’ everyday business purposes—information about your creditworthiness
- affiliates from using your information to market to you
- sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

### Definitions

**Affiliates**
Companies related by common ownership or control. They can be financial and nonfinancial companies.
- Our affiliates include companies listed on the New York Life Family of Companies.*

**Nonaffiliates**
Companies not related by common ownership or control. They can be financial and nonfinancial companies.
- New York Life Investments does not share with nonaffiliates for marketing purposes.

**Joint marketing**
A formal agreement between nonaffiliated financial companies that together market financial products or services to you.
- New York Life Investments does not jointly market.

*The New York Life Family of Companies currently includes the following insurance and financial service affiliates and funds:

<table>
<thead>
<tr>
<th>New York Life Insurance Company</th>
<th>Mainstay CBRE Global Infrastructure Megatrends Fund</th>
</tr>
</thead>
<tbody>
<tr>
<td>New York Life Insurance and Annuity Corporation</td>
<td>MainStay MacKay DefinedTerm Municipal Opportunities Fund</td>
</tr>
<tr>
<td>New York Life Investment Management LLC</td>
<td>The MainStay Funds</td>
</tr>
<tr>
<td>New York Life Enterprises LLC</td>
<td>MainStay Funds Trust</td>
</tr>
<tr>
<td>Apogem Capital LLC</td>
<td>MainStay VP Funds Trust</td>
</tr>
<tr>
<td>Ausbil Investment Management Limited</td>
<td>New York Life Group Insurance Company of NY</td>
</tr>
<tr>
<td>Candriam S.C.A.</td>
<td>New York Life Investment Management Asia Limited</td>
</tr>
<tr>
<td>Eagle Strategies LLC</td>
<td>New York Life Trust Company</td>
</tr>
<tr>
<td>Flatiron RR LLC, Manager Series</td>
<td>NYLIFE Distributors LLC</td>
</tr>
<tr>
<td>IndexIQ, LLC</td>
<td>NYLIFE Insurance Company of Arizona</td>
</tr>
<tr>
<td>IndexIQ Advisors LLC</td>
<td>NYLIFE Securities LLC</td>
</tr>
<tr>
<td>IndexIQ ETF Trust</td>
<td>NYLIM Service Company LLC</td>
</tr>
<tr>
<td>IndexIQ Active ETF Trust</td>
<td>NYLINK Insurance Agency Incorporated</td>
</tr>
<tr>
<td>Kartesia Management SA</td>
<td>NYL Investors LLC</td>
</tr>
<tr>
<td>Life Insurance Company of North America</td>
<td>Tristan Capital Partners</td>
</tr>
<tr>
<td>MacKay Shields LLC</td>
<td></td>
</tr>
</tbody>
</table>

*NYLIFE Funds Trust" is both a service mark, and the common trade name, of a fund family provided by New York Life Investments. These funds are not available to all clients and in all jurisdictions or regions.

<table>
<thead>
<tr>
<th>MainStay MacKay DefinedTerm Municipal Opportunities Fund</th>
</tr>
</thead>
</table>
I. Introduction

IndexIQ Advisors LLC (“IndexIQ” or the “Adviser”) has adopted these “Proxy Voting Policy and Procedures” (“Policy”) to ensure compliance with Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and Rule 30b1-4 under the Investment Company Act of 1940, as amended. The Policy is designed to provide guidance to portfolio managers and others in discharging the Adviser’s proxy voting duty and to ensure that proxies are voted in the best interests of IndexIQ’s clients.

II. Policy

It is IndexIQ’s policy that where proxy voting authority has been delegated to the Adviser by clients, all proxies shall be voted in the best interest of clients without regard to the interests of the Adviser or other related parties. In voting proxies, IndexIQ strives to take into account long term economic value in evaluating issues relating to items such as corporate governance, including structures and practices, accountability and transparency, the nature of long-term business plans, including sustainability policies and practices to address environmental and social factors that are likely to have an impact on shareholder value, and other non-financial measures of corporate performance. Accordingly, the Adviser votes all proxies with these goals in mind in accordance with the guidelines outlined below. It is further IndexIQ’s policy that complete and accurate disclosure concerning its proxy voting policies and procedures and proxy voting records, as required by the Advisers Act, be made available to clients.

II. Procedures

A. Account Set-up and Review

Initially, the Adviser must determine whether the client seeks to retain the responsibility of voting proxies or seeks to delegate that responsibility to the Adviser. The responsibility to vote proxies and the voting guidelines that will be followed for such client will be specified in the client’s investment advisory contract with the Adviser. The client may choose to have the Adviser vote proxies in accordance with the Adviser’s guidelines, discussed below, or the Adviser, in its discretion, may permit a client to adopt modified guidelines for its account (“Custom Guidelines”). Alternatively, the Adviser may decline to accept authority to vote such client’s proxies. The portfolio management team will be responsible for ensuring that each new client’s account for which the client has delegated proxy voting authority is established on the appropriate systems.
B. Proxy Voting

i. Use of Third-Party Proxy Service

The Adviser has selected Institutional Shareholder Services Inc. (“ISS”), a proxy research and voting service, to assist it in researching and voting proxies. ISS helps institutional investors research the financial implications of proxy proposals and cast votes that will protect and enhance shareholder returns. ISS provides research and analytical services, operational implementation, recordkeeping, and reporting services to research each proxy and provide a recommendation to the Adviser as to how to vote on each issue.

ii. Guidelines for Recurring Issues

The Adviser has adopted ISS’s Sustainability proxy voting guidelines with respect to recurring issues (“Sustainability Guidelines”) for those funds without an environmental, social, governance (“ESG”) focus (“Non-ESG Funds”). These Guidelines address interests of sustainability-minded investors, which are concerned not only with economic returns and good corporate governance, but also with ensuring corporate activities and practices are aligned with the broader objectives of society. For clients incorporating ESG factors in their investment strategies, the Adviser has adopted ISS’s Socially Responsible Investing proxy voting guidelines (“SRI Guidelines”), which are designed to address the dual financial and social objectives of ESG focused shareholders.1

The Adviser’s Portfolio Oversight Committee reviews the Sustainability and SRI Guidelines as needed and will make modifications to these guidelines if it determines that a change is appropriate. The Sustainability and SRI Guidelines are meant to convey the Adviser’s general approach to voting decisions on certain issues. Nevertheless, the Adviser’s portfolio managers maintain responsibility for making final decisions based on the merits of each case and when ISS defers a determination to the Adviser.

For clients using proxy voting guidelines different from the Adviser’s Sustainability and SRI Guidelines, the Adviser will instruct ISS to make its voting recommendations in accordance with such modified guidelines. ISS will cast votes in accordance with its recommendations unless instructed otherwise by a portfolio manager as set forth below.

iii. Review of Recommendations

The Adviser’s portfolio managers have the ultimate responsibility to accept or reject any ISS proxy voting recommendation (“Recommendation”). Consequently, the portfolio managers are responsible for understanding and reviewing how proxies are voted for their clients, taking into account the Policy, the guidelines applicable to the account(s), and the best interests of the client(s).

1 IQ Candriam ESG International Equity ETF, IQ Candriam ESG U.S. Large Cap Equity ETF, IQ Healthy Hearts ETF, IQ Engender Equality ETF, IQ Cleaner Transport ETF, IQ Clean Oceans ETF, IQ MacKay ESG Core Plus Bond ETF, IQ Candriam ESG U.S. Mid Cap Equity ETF and IQ MacKay ESG High Income ETF are referred to as the “ESG ETFs”. The remaining IQ ETFs are referred to as the “Non-ESG ETFs”.

2 “). To the extent that the Adviser relies on a Sub-Adviser to provide day-to-day portfolio management of a portfolio, the Adviser may delegate responsibility for voting proxies to the Sub-Adviser, subject to the Adviser’s oversight.
The portfolio manager shall override the Recommendation should he/she believe that such Recommendation, based on all facts and circumstances, is not in the best interest of the client(s). The Adviser will memorialize the basis for any decision to override a Recommendation or to abstain from voting, including the resolution of any conflicts as further discussed below. The Adviser may have different policies and procedures for different clients which may result in different votes. Also, the Adviser may choose not to vote proxies under the following circumstances, including but limited to:

- If the effect on the client’s economic interests or the value of the portfolio holding is indeterminable or insignificant;
- If the cost of voting the proxy outweighs the possible benefit; or
- If a jurisdiction imposes share blocking restrictions which prevent the Adviser from exercising its voting authority.

iv. **Addressing Material Conflicts of Interest**

Prior to overriding a Recommendation, the portfolio manager must complete the Proxy Vote Override Form and submit it to Investments Compliance for determination as to whether a potential material conflict of interest exists between the Adviser and the client on whose behalf the proxy is to be voted (“Material Conflict”). Portfolio managers have an affirmative duty to disclose any potential Material Conflicts known to them related to a proxy vote.

If Investments Compliance determines that there is no potential Material Conflict mandating a voting recommendation from the Portfolio Oversight Committee, the portfolio manager may override the Recommendation and vote the proxy issue as he/she determines is in the best interest of clients. If Investments Compliance determines that there exists or may exist a Material Conflict, it will refer the issue to the Portfolio Oversight Committee for consideration. The Portfolio Oversight Committee will consider the facts and circumstances of the pending proxy vote and the potential or actual Material Conflict and make a determination by majority vote as to how to vote the proxy – i.e., whether to permit or deny the override of the Recommendation or whether to take other action, such as delegating the proxy vote to an independent third-party or obtaining voting instructions from clients. In considering the proxy vote and potential Material Conflict, the Committee may review the following factors, including, but not limited to:

- The percentage of outstanding securities of the issuer held on behalf of clients by the Adviser;
- The nature of the relationship of the issuer with the Adviser, its affiliates or its executive officers;
- Whether there has been any attempt to directly or indirectly influence the portfolio manager’s decision;
- Whether the direction of the proposed vote would appear to benefit the Adviser or a related party; and/or
- Whether an objective decision to vote in a certain way will still create a strong appearance of a conflict.

The Adviser may not abstain from voting any such proxy solely for the purpose of avoiding conflict.

In the event ISS itself has a conflict and thus is unable to provide a recommendation, the portfolio
manager may vote in accordance with the recommendation of another independent service provider, if available. If a recommendation from an independent service provider other than ISS is not available, the portfolio manager will make a voting recommendation and complete a Proxy Vote Override Form. Investments Compliance will review the form and if it determines that there is no potential Material Conflict mandating a voting recommendation from the Portfolio Oversight Committee, the portfolio manager may instruct ISS to vote the proxy issue as he/she determines is in the best interest of clients. If Investments Compliance determines that there exists or may exist a Material Conflict, it will refer the issue to the Portfolio Oversight Committee for consideration as outlined above.

v. **Lending**

The Adviser will monitor upcoming meetings and call stock loans, if applicable, in anticipation of an important vote to be taken among holders of the securities or of the giving or withholding of their consent on a material matter affecting the investment. In determining whether to call stock loans, the relevant portfolio manager(s) shall consider whether the benefit to the client in voting the matter outweighs the benefit to the client in keeping the stock on loan. For clients incorporating ESG factors\(^3\) in their investment strategies and for which the Adviser has adopted ISS’s SRI Guidelines, the Adviser will call stock loans in anticipation of all votes to be taken among holders of the securities and of the giving or withholding of their consent on a matter affecting the investment.

vi. **Use of Subadvisers**

To the extent that the Adviser may rely on subadvisers, whether affiliated or unaffiliated, to manage any client account on a discretionary basis, the Adviser may delegate responsibility for voting proxies to the subadvisers. In such instances, the subadvisers either (i) follow the Policy or (ii) has demonstrates that their proxy voting policies and procedures are consistent with this Policy or otherwise implemented in the best interests of the Adviser’s clients and appear to comply with governing regulations.

## III. Compliance Monitoring

### A. Monitoring of Overrides

Investments Compliance will quarterly review ISS reports of portfolio manager overrides to confirm that proper override and conflict checking procedures were followed. All portfolio manager requests for overrides require a completed and signed Proxy Override Request Form.

### B. Monitoring of Alerts

Investments Compliance will monitor ISS’s voting platform (ProxyExchange) for Alerts where an issuer intends to file, or has filed, additional soliciting materials with the Securities and Exchange Commission after ISS’s recommendation but before the voting submission deadline. ISS will also notify Investments Compliance via e-mail of any additional information that has been issued in an Alert.

\(^3\) Currently, the ESG ETFs.
In the event an Alert is issued sufficiently in advance of the voting submission deadline with additional information that may be expected to affect the Adviser’s voting determination, Investments Compliance, in conjunction with portfolio management, will consider such additional information prior to exercising its voting authority.

C. **Oversight of Sub-advisers**

Investments Compliance will annually review the proxy voting policies and procedures of the Adviser’s sub-advisers and report to the Portfolio Oversight Committee its view as to whether such policies and procedures appear to comply with governing regulations. The Portfolio Oversight Committee will also review the voting records of the Adviser’s sub-advisers as necessary.

D. **Oversight of Service Providers**

Investments Compliance will review ISS to ensure that it has implemented effective compliance policies and procedures administered by competent personnel. These steps may include, but are not limited to:

1. Maintaining an active working relationship with ISS personnel and ensuring that the Adviser has direct access to such personnel;
2. Reviewing ISS’s policies and procedures, including those related to conflicts of interest, and other documentation the Adviser may request from time to time to conduct general due diligence;
3. Reviewing copies of regulatory comments, deficiency letters and any material litigation concerning ISS;
4. Reviewing SSAE 18/SOC reports (or their equivalent), concerning ISS if available;
5. Reviewing ISS’s cybersecurity program to ensure that ISS has policies and procedures designed to protect against and respond to cybersecurity threats; and
6. Reviewing ISS’s business continuity and disaster recovery plan to ensure that ISS has policies and procedures designed to mitigate operational risks related to significant business disruptions to ensure their ability to continue operations during a business disruption event.

E. **Annual Proxy Voting Committee and Compliance Reporting**

The Adviser’s Compliance Committee will serve as the “Proxy Voting Committee”. Annually, Investments Compliance will provide the Proxy Voting Committee with sufficient information to enable the Proxy Voting Committee to:

- Review the guidelines and make modifications to the selected guidelines as it deems appropriate.
- Recommend and adopt changes to this Policy, as needed.
- Review all portfolio manager overrides, if applicable.

*Proxy Voting Policy and Procedures*  
*Revised October 2022*
• Review the performance of ISS and determine whether the Adviser should continue to retain ISS’s services.
• Review the Adviser’s voting record or applicable summaries of the voting record.
• Review the voting records or applicable summaries of the voting records of the sub-advisers.
• Oversee compliance with regulatory disclosure requirements, as applicable.

IV. Client Reporting

A. Disclosure to Advisory Clients

The Adviser will provide a copy of this Policy and the Guidelines upon request from a client. In addition, the Adviser will provide any client who makes a written or verbal request with a copy of a report disclosing how the Adviser voted securities held in that client’s portfolio. Reports will be available for each twelve-month period from July 1 to June 30 of the following year. The report will be produced using ISS’s services and will generally contain the following information:

• The name of the issuer of the security;
• The security’s exchange ticker symbol;
• The security’s CUSIP number;
• The shareholder meeting date;
• A brief identification of the matter voted on;
• Whether the matter was proposed by the issuer of by a security holder;
• Whether the Adviser cast its vote on the matter;
• How the Adviser voted; and
• Whether the Adviser voted for or against management.

B. Investment Company Disclosures

For each investment company that the Adviser manages, the Adviser will ensure that the proxy voting record for the twelve-month period ending June 30 for each registered investment company is properly reported on Form N-PX no later than August 31 of each year. The Adviser will also ensure that each such fund states in its Statement of Additional Information (“SAI”) and its annual and semiannual report to shareholders that information concerning how the fund voted proxies relating to its portfolio securities for the most recent twelve-month period ending June 30 is available by calling the Fund, through the fund’s website and on the SEC’s website.

The Adviser will ensure that proper disclosure is made in each fund’s SAI describing the policies and procedures used to determine how to vote proxies relating to such fund’s portfolio securities. The Adviser will further ensure that the annual and semiannual report for each fund states that a description of the fund’s proxy voting policies and procedures is available: (1) without charge, upon request, by calling a specified toll-free telephone number; and (2) on the SEC’s website.

V. Recordkeeping

Either the Adviser or ISS, as indicated below, will maintain the following records:

• A copy of the Policy and SRI and Sustainability Guidelines (Adviser);
• A copy of each proxy statement received by the Adviser regarding client securities (ISS);
• A record of each vote cast by the Adviser on behalf of a client (ISS);
• A copy of all documents created by the Adviser that were material to making a decision on the proxy voting or abstaining from voting of client securities or that memorialize the basis for that decision including the resolution of any conflict, a copy of all Proxy Vote Override Forms and all supporting documents (ISS and Adviser);
• A copy of each written request by a client for information on how the Adviser voted proxies on behalf of the client, as well as a copy of any written response by the Adviser to any request by a client for information on how the adviser voted proxies on behalf of the client. Records of oral requests for information or oral responses will not be kept. (Adviser); and
• Minutes of Portfolio Oversight Committee meetings with supporting documents. (Adviser).

Such records must be maintained for at least eight years.

**Attachments:**

Proxy Vote Override Form
Proxy Vote Override Form

Portfolio Manager Requesting Override: ____________________________

Security Issuer: _______________ Ticker symbol: _______________

Cusip #: _______________ # of Shares held: ____________

Percentage of outstanding shares held: ____________

Type of accounts holding security: exchange traded fund (name each fund): ___
Separate Accounts (specify number): ___
IndexIQ General Account: ___
Other (describe): ____________

Applicable Guidelines (check one): □ Standard □ ESG
□ Other (specify): __________________

Shareholder Meeting Date: ____________________

Response Deadline: ____________________

Brief Description of the Matter to be Voted On:
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________

Proposal Type (check one): □ Management Proposal
□ Shareholder Proposal (identify proponent: ________________________)

Recommended vote by issuer’s management (check one): □ For □ Against

Recommended vote by ISS (check one): □ For □ Against □ Abstain
□ No Recommendation

Portfolio manager recommended vote (check one): □ For □ Against □ Abstain

Describe in detail why you believe this override is in the client’s best interest (attach supporting documentation):
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________
________________________________________________________________________

Proxy Voting Policy and Procedures Revised October 2022
Are you aware of any relationship between the issuer, or its officers or directors, and New York Life Investment Management or any of its affiliates?

☐ No  ☐ Yes (describe below)

Are you aware of any relationship between the issuer, including its officers or directors, and any executive officers of IndexIQ or any of its affiliates?

☐ No  ☐ Yes (describe below)

Are you aware of any relationship between the proponents of the proxy proposal (if not the issuer) and IndexIQ or any of its affiliates?

☐ No  ☐ Yes (describe below)

Are you aware of any relationship between the proponents of the proxy proposal (if not the issuer) and any executive officers of IndexIQ or any of its affiliates?

☐ No  ☐ Yes (describe below)

Has anyone (outside of your portfolio management area) contacted you in an attempt to influence your decision to vote this proxy matter?

☐ No  ☐ Yes

If yes, please describe below who contacted you and on whose behalf, the manner in which you were contacted (such as by phone, by mail, as part of group, individually etc.), the subject matter of the communication and any other relevant information, and attach copies of any written communications.
Are you aware of any facts related to this proxy vote that may present a potential conflict of interest with the interests of the client(s) on whose behalf the proxies are to be voted?

☐ No  ☐ Yes (describe below)

Certification:

The undersigned hereby certifies to the best of his or her knowledge that the above statements are complete and accurate, and that such override is in the client’s best interests without regard to the interests of IndexIQ or any related parties.

_________________________  Date:  __________________________
Name:    
Title:  

Supervisor Concurrence with Override Request:

_________________________  Date:  __________________________
Name:    
Title:  

Investments Compliance Action:

☐ Override approved
☐ Referred to Portfolio Oversight Committee

_________________________  Date:  __________________________
Name:    
Title:  

Proxy Voting Policy and Procedures  Revised October 2022