Pershing Square USA, Ltd.



Prospectus Summary

Fund Structure: Listed CEF

Term: Perpetual

Suitability Minimum: No suitability restrictions

Initial N-2 Filing Date: 2/7/2024

1940 Act Registered: Yes

1933 Act Registered: Yes

Adviser: Pershing Square Capital Management, L.P.

Sub-Adviser(s): None
Investment Consultant: None

New Entrant: Yes

Predecessor Fund/Seed Capital:

Strategy:

None

Asset Class: Equity

Objective: Preserve capital and seek maximum, long-term capital appreciation commensurate with

reasonable risk.

The Fund will seek to achieve its investment objective by investing principally in common stocks the Adviser believes exhibit significant valuation discrepancies between current trading prices and intrinsic business (or net asset) value, often with a catalyst for value recognition. The Adviser expects that the substantial majority of the Fund's investment portfolio will be invested in 12 to 24 core holdings in large-capitalization, investment grade, free-cash-flow-generative North American durable growth companies. Consistent with the Adviser's core investment principles

and business strategy, it expects to identify high-quality companies that have a number of the characteristics enumerated below. The Adviser will use these criteria and guidelines in evaluating investments, but may make investments in companies that do not meet all of these criteria. Simple, predictable, and free-cash-flow-generative; formidable barriers to entry; limited exposure to extrinsic factors; strong balance sheet; minimal capital markets dependency; large

capitalization; attractive valuation; exceptional management and governance.

Leverage

The Fund does not intend to use leverage in the first year of operations; however, the Fund does

reserve the right to employ a leverage strategy at a later date.

Underwriters Citigroup; UBS; Bank of America

Fund of Funds: No

Invest-up Period: 3-months

Liquidity: Daily

NAV Frequency: Daily

Minimum Investment: None

Management Fee: 2% of Net Assets

Acquired Fund Fees and

Expenses:

None

Income Incentive/
Performance Fee:

None

Fee Waiver: Management fee will be waived for the first 12 months

Fund Counsel: Sullivan & Cromwell LLP

Fund Administration: TBD

Custodian: TBD