

SUSSEX FINANCIAL GROUP, INC.
PART 2A OF FORM ADV: FIRM BROCHURE
Item 1: Cover page

This Brochure provides information about the qualifications and business practices of Sussex Financial Group, Inc., a Registered Investment Adviser (SEC File Number 801-28827). If you have any questions about the contents of this brochure, please contact us at 847-498-5722 or Marvin Heiman, President and Chief Compliance Officer (sussexfin@aol.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. Additional information about Sussex Financial Group, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

This brochure addresses amendments pursuant to SEC Release Number 1A-3060 effective October 12, 2010 and related rules under the Investment Advisers Act requiring investment advisers to provide new and prospective clients with a brochure. Sussex Financial Group, Inc. will deliver a current brochure before or at the time an advisory contract is entered into with a client. Sussex Financial Group, Inc. will also deliver a copy of its Code of Ethics (See11) with its brochure. Sussex Financial Group, Inc. will annually deliver a current copy of its brochure that includes any material changes to its clients or a summary of material changes that includes an offer to provide a copy of the current brochure.

SUSSEX FINANCIAL GROUP, INC.
60 Revere Drive
Suite 907
Northbrook, IL 60062
Phone: 847-498-5722
Fax: 847-498-6960

Brochure dated May 22, 2012

PART 2A OF FORM ADV: FIRM BROCHURE
Item 2: Material Changes

There have been no material changes to the Brochure of Sussex Financial Group, Inc. since its initial creation on April 13, 2011.

This brochure was revised on March 6, 2012 to reflect the updated the total number of managed accounts and the total assets under management as of January 31, 2012. This update is required annually by the Securities and Exchange Commission.

ITEM 3: TABLE OF CONTENTS

- Item 1: Cover Page
- Item 2: Material Changes
- Item 3: Table of Contents
- Item 4: Advisory Business
 - Firm Description
 - Services Offered
 - Assets under Management
- Item 5: Fees and Compensation
- Item 6: Performance-Based Fees
- Item 7: Types of Clients
 - Client Description
 - Minimum Account Size
- Item 8: Methods of Analysis, Investment Strategies and Risk of Loss
 - Method of Analysis
 - Types of Risk
- Item 9: Disciplinary Information
- Item 10: Other Financial Industry Activities and Affiliations
- Item 11: Code of Ethics, Participation or Interest in Clients Transactions and Personal Trading
 - Code of Ethics
 - Conflicts of Interest
- Item 12: Brokerage Practices
 - Brokerage Practices
 - Soft Dollar Benefits
- Item 13: Review of Accounts
 - Monthly Statements
- Item 14: Clients Referrals and Other Compensation
 - Independent Contractors
- Item 15: Custody
 - SEC Rule 206(4)-2
- Item 16: Investment Discretion
- Item 17: Voting Client Securities
- Item 18: Financial Information
- Item 19: Requirements for State Registered Advisers
 - Biographies of Executive Officers
 - Other Business Activities
 - Performance-Based Fees
 - Disclosures
 - Material Relationships
- Item 20: Glossary of Terms

PRIVACY POLICY

ITEM 4: ADVISORY BUSINESS

Sussex Financial Group, Inc., a Delaware Corporation, is a fee-only (see Item 5) Investment Adviser located in Northbrook, Illinois and was organized in June, 1986. Its principal owner and shareholder is Marvin Heiman, President, who owns 100% of the firm. As such, Marvin Heiman is classified as a control person of Sussex Financial Group, Inc. Advisory services are provided by Marvin Heiman and Earl Holtzman, an Independent Contractor (see Item 14) and Registered Investment Adviser of Sussex Financial Group, Inc.

Marvin Heiman is the founder of Sussex Financial Group, Inc. The firm has operated as a Broker-Dealer and Investment Adviser since its inception and Mr. Heiman has operated as its President and Chief Financial and Compliance Officer during this entire time period. Marvin Heiman is also the management person of Sussex Financial Group, Inc.

Sussex Financial Group, Inc. does not specialize in any particular type of advisory service or investment product. Sussex Financial Group, Inc. renders advisory services using a variety of investment products including listed securities, mutual funds, bonds, treasuries and exchange traded funds (ETFs). Sussex Financial Group, Inc. tailors an investment program utilizing these investment products after an in-depth interview with each prospective client and discusses and reviews all pertinent information of a client. Such information includes financial resources of the client, income and income requirements, objectives, risk tolerances and any binding documents or contractual obligations that could hinder or impede an investment program. A copy of Sussex Financial Group, Inc. Brochure as well as its Code of Ethics is given to client as part of this interview process. All accounts are managed by Sussex Financial Group, Inc. on a discretionary basis.

As of January 31, 2012 Sussex Financial Group, Inc. managed client's assets totaling \$32,606,512.00 all on a discretionary basis. Sussex Financial Group, Inc. used the market value of securities in each client's portfolio at January 31, 2012 in calculating total assets under management.

ITEM 5: FEES AND COMPENSATION

All accounts are billed at an annual rate of 1% of the market value of assets under management. This is a flat rate fee for any account but can be negotiable based on factors such as size of account or number of separate client accounts under management. An investment advisory agreement is signed at the time an account is opened stipulating the agreed to advisory fee. The services provided under this agreement are on an on-going basis and is not subject to any expiration date.

Sussex Financial Group, Inc. also charges for consulting and analysis services at a rate of \$200.00 per hour for any client that is not under an investment advisory agreement. All clients may elect to have advisory fees deducted directly from their accounts or they may pay by check upon Sussex Financial Group, Inc. issuance of an advisory fee invoice. Either payment option is selected at the time an account is opened and is agreed to with signed consent. Sussex Financial Group, Inc. has no other arrangement for the collection of fees nor does it have any agreements with any outside agencies or other advisory firms for the collection of fees on any shared arrangement.

Advisory fees are billed on a calendar quarterly basis and cover the previous 3 months of advisory services. The fees are calculated on the market value of the assets under management at the end of each calendar quarter. Sussex Financial Group, Inc. does not require any prepayment of advisory fees and, as such, there is no refundable feature of advisory fees. There are no other fees or expenses incurred in connection with the advisory services of Sussex Financial Group, Inc. There are no additional fees or penalty charges incurred by the client in the event of an advisory contract cancellation. In Illinois, unless a client has received the firm's disclosure brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the client within five (5) business days of signing the contract without incurring any advisory fees.

ITEM 6: PERFORMANCE-BASED FEES

Sussex Financial Group, Inc. does not have any Performance-Based Fee accounts. None of Sussex Financial Group, Inc. officers and principals, registered representatives or supervised persons accept any fees based on a share of capital gains or appreciation of the assets of a client.

ITEM 7: TYPES OF CLIENTS

Sussex Financial Group, Inc. provides its advisory services to many types of clients including taxable (individual, joint, trust) and tax-deferred (IRA's and pension). Portfolios are customized to each client's unique goals and objectives which are determined after an in-depth interview to discuss such pertinent information such as financial goals and resources, income and income requirements, and risk tolerance. Sussex Financial Group, Inc. maintains full discretion over all portfolios as to the selection, quantity, timing and price of trades.

Sussex Financial Group, Inc., Inc. suggests a \$250,000.00 requirement for opening a Managed Account Program. New accounts may be accepted for lesser amounts based on management's discretion. Exceptions may be made for new clients planning to add to their accounts or for existing clients who already have a managed account.

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

Sussex Financial Group, Inc utilizes a combination of fundamental and technical analysis in its securities election process. Beginning with its economic forecast the firm decides which industry sectors should be over/under weighed. Within a specific industry sector Sussex Financial Group, Inc. screens for individual companies which possess strong fundamental characteristics including sales growth, profit margins and market share. Depending upon the risk profile of the specific client, Sussex Financial Group, Inc. will determine the mix of small, mid and large capitalization securities that is appropriate.

Technical analysis is used to identify favorable entry/exit price points for individual securities. Sussex Financial Group, Inc. uses historical price charts to review existing holdings and screen for potential purchase candidates. Both Marvin Heiman and Earl Holtzman look for specific patterns within the price charts to fine tune buy and sell decisions.

Risk management techniques are employed to help mitigate overall portfolio volatility. Industry sector diversification and controls over individual position size are utilized to help control risk. Quarterly earnings reports for individual holdings are continuously monitored and reviewed. Major deviations from consensus forecasts will enter into the decision to initiate, sell, or add to specific securities.

ITEM 9: DISCIPLINARY INFORMATION

Since its formation in 1986 there has never been any criminal, civil or regulatory action taken against Sussex Financial Group, Inc. or its owners/principals or supervised people by the SEC, civil court, federal or state regulatory agency, self-regulatory agency or any foreign financial regulatory authority resulting in a denial, suspension or revoking of authorization of the firm or its principals to conduct any investment-related business. There has also been no criminal or civil action in any domestic or foreign court or competent jurisdiction against the fore-mentioned, there are no pending proceedings, nor have any of the fore-mentioned ever been enjoined. Neither Sussex Financial Group, Inc. nor any of the fore-mentioned have ever been issued an order pursuant to statutory authority and procedures including an order of denial, suspension or revocation.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Marvin Heiman and Scott Heiman, both principals of Sussex Financial Group, Inc., are licensed through Sussex Insurance Group, Inc., an insurance agency in Illinois, to sell all types of insurance products such as life, health, property and casualty. Marvin Heiman is the 100% owner of Sussex Insurance Group, Inc. which operates autonomously from Sussex Financial Group, Inc.

Earl Holtzman is a partner and principal of Michael Silver & Co., an accounting and consulting firm located in Skokie, IL.

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

In conjunction with Securities and Exchange (SEC) Rule 204A-1 under the Investment advisers Act of 1940 and as described under Securities and Exchange Release Number 1A-2256, Sussex Financial Group, Inc. has adopted a Code of Ethics effective January 3, 2005. This Code details the principals and standards of conduct employed by Sussex Financial Group, Inc. in the course of rendering their investment advisory business. This Code is not intended to describe policies and procedures as they apply to compliance rules and regulations as these matters are addressed in the firm's Supervisory Procedures Manual. Rather, this Code describes the practices and policies of Sussex Financial Group, Inc. in their primary fiduciary responsibility of rendering its clients and investment advisory service based on the highest values of honesty, good faith and fair dealings.

This Code includes all of the required provisions pursuant to The Gramm-Leach-Bliley Act of 1999 as well as requirements by the Securities and Exchange Commission pursuant to the privacy of client information, both personal as well as information regarding client's portfolios and trading activity.

This Code covers all supervised persons of Sussex Financial Group, Inc. including officers, registered representatives and employees. It additionally covers Independent Contractors as described in this Brochure that are covered under Independent Contractors agreements (See Item 14).

Sussex Financial Group, Inc. allows access persons to trade the same security on the same day trades are affected for clients. Sussex Financial Group, Inc. will disgorge, however, any gains due to price advantages that may be obtained as a result of same day trades. The personal trading activity of access persons, who are required to submit initial and quarterly securities holdings reports no later than 30 days past the end of the quarter, are reviewed by Marvin Heiman, Chief Compliance Officer, who is responsible for the content of the Code as well as its proper dissemination to all covered persons under the Code.

Sussex Financial Group, Inc. will supply a copy of the Code to any client upon request and is also supplied with an initial delivery of its brochure.

ITEM 12: BROKERAGE PRACTICES

Sussex Financial Group, Inc. recommends the services of Charles Schwab & Co., Inc. for all new separately managed accounts based on their reputation, speed, and discounted commission rates based on the assets held in an account. The client, however, is given the option of utilizing another brokerage service during the account opening process (See Item 4). Clients choosing to direct brokerage away from Charles Schwab & Co., Inc. may pay higher brokerage commissions or receive less favorable execution prices since they will not be aggregated with other orders.

Sussex Financial Group, Inc. does not receive any research or other products, services or other Soft Dollar Benefits from Charles Schwab & Co., Inc. in connection with client securities transactions. Sussex Financial Group, Inc. also does not receive or participate in the commissions charged by Charles Schwab & Co., Inc. nor is it affiliated in any way with Charles Schwab & Co., Inc.

ITEM 13: REVIEW OF ACCOUNTS

Security positions in each client account are reviewed weekly. Earnings reports, pricing and trading activity as well as other newsworthy items will trigger a more frequent review, news such as possible mergers or takeovers, issuance of new stock, dividends or stock dividends or a change/retirement/resignation or termination of a company's Executive Officers or Board. Reviews and decisions are made by Marvin Heiman.

Each client is furnished with a monthly statement from Sussex Financial Group, Inc., Charles Schwab & Co., Inc. or from the brokerage facility that a client may elect at the time of opening an account (See Item I). Brokerage statements are sent directly to the client by the Broker. Clients are urged to review and compare their Sussex Financial Group, Inc. statement with statements they receive from Charles Schwab & Co., Inc. A legend to this effect is included with any statement sent to a client from Sussex Financial Group, Inc.

ITEM 14: CLIENTS REFERRALS AND OTHER COMPENSATION

Sussex Financial Group, Inc., in the providing of its investment advisory services to its clients, does not receive any economic benefits from anyone. Additionally, Sussex Financial Group, Inc. or any of its related persons does not directly or indirectly compensate any person who is not a supervised person for client referrals.

Sussex Financial Group, Inc. has arrangements to compensate independent contractors for securing Managed Accounts. Each independent contractor signs an Independent Contractor Agreement which spells out his or hers compensation arrangement. All independent contractors are supervised persons under Sussex Financial Group, Inc. Any new account opened through the services of an independent contractor is provided a copy of the contractor's compensation agreement along with copies of the Brochure and Code of Ethics. The client acknowledges this agreement with a signed and dated copy of this document which becomes part of the permanent customer file of Sussex Financial Group, Inc.

ITEM 15: CUSTODY

Unless otherwise authorized in writing by the client, Sussex Financial Group, Inc. uses Charles Schwab & Co., Inc. as its Qualified Custodian.

SEC Rule 206(4)-2 under the Investment Advisers Act of 1940 covers requirements of Investment Advisers and ensuing regulations covering custody of client assets which includes client assets of an investment adviser's clients being held by a Qualified Custodian. Sussex Financial Group, Inc. complies with this section by having a reasonable basis, after due inquiry, that the Custodian sends, at least quarterly, account statements directly to each client.

Sussex Financial Group, Inc. does send out its own statements in addition to those sent by the Custodian which includes a legend urging clients to compare the account statements they receive from the Custodian with those they receive from them. This legend is also included in the Annual Form ADV delivery offer.

ITEM 16: INVESTMENT DISCRETION

Sussex Financial Group, Inc. has discretionary authority to manage all accounts on behalf of clients (See Item A). This authority is given to Sussex Financial Group, Inc. by signing a Power of Attorney at the time an account is opened. There are no limitations placed on the discretionary authority of Sussex Financial Group, Inc. by its clients.

ITEM 17: VOTING CLIENTS SECURITIES

Sussex Financial Group, Inc. has deferred the voting of proxies to the client. Clients can contact Marvin Heiman, President, at 847-498-5722 if they have any questions regarding the content of any proxy vote. Clients are aware of this policy at the time of account opening.

ITEM 18: FINANCIAL INFORMATION

Sussex Financial Group, Inc. does not require nor does it solicit or accept prepayments of fees in excess of \$500.00 per client and six (6) or more months in advance. As such, and in accordance with the requirements of SEC Rule 204-3, Sussex Financial Group, Inc. is not required to include a Balance Sheet with this brochure.

ITEM 19: REQUIREMENTS FOR STATE REGISTERED ADVISERS

By June 29, 2012, all Investment Advisers with Assets under Management of less than \$100,000,000 will become registered with their respective state. State registered advisers are required to submit the following:

Biographies of Principal Executive Officers

Marvin Heiman, born in 1945, is the founder and 100% owner of Sussex Financial Group, Inc. since its founding in 1986. Mr Heiman is also the firm's President and Chief Compliance Officer. Mr. Heiman's previous investment experience was Vice President for 3 years at Professional Real Estate Securities Co., Inc. Mr. Heiman majored in Business Administration at Roosevelt University in Chicago, IL. Mr. Heiman can be contacted directly at sussexfin@aol.com.

Scott Heiman, born in 1967, joined Sussex Financial Group, Inc. in 1997 and has been its Vice President and Secretary since that time. The majority of his time is spent in rendering insurance related activities through Sussex Insurance Company, Inc. Mr. Heiman's previous experience was rendering insurance related activities through Sun Investment Services Company. Mr. Heiman is a graduate from the University of Wisconsin in Madison, WI with a Bachelor of Science in Economics.

Other Businesses Actively Engaged in

Marvin Heiman is a managing director of a start-up company (Creative Alliance Entertainment LLC), this company involved in the booking of bands for entertainment venues. This activity is done outside the business hours of his rendering advisory services for Sussex Financial Group, Inc.

Scott Heiman is a sales representative and is on the Board of Advisers of Energy Connection, Inc., a company that facilitates in the switching to alternative electric sources for both residential and commercial customers. None of this business interferes with any advisory services provided by Mr. Heiman.

Earl Holtzman is not involved in any non-investment related businesses.

Performance-Based Fee

Sussex Financial Group, Inc., its principals and officers and its registered representatives participate in any accounts or advisory services with performance-based fees (See Item 6).

Disclosure of Material Facts Related to Arbitration or Disciplinary Actions

Neither Marvin Heiman, Scott Heiman, or Earl Holtzman have been party to a) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority; b) a self-regulatory proceeding; or c) any other proceeding in which a professional attainment, designation, or license was revoked.

Material Relationships

Sussex Financial Group, Inc., its management persons, or any of its investment advisory or independent contractor personnel have any relationships or arrangements with any issuer of securities.

PRIVACY POLICY

Sussex Financial Group, Inc. is committed to protecting the confidentiality of information clients sent to us. We collect non-public personal information about you from your applications or other forms or from your transactions with us. As permitted by law we may share information about you with parties that provide services to us, such as Charles Schwab & Co., Inc. who, in

turn, have agreed to treat your information as confidential and not to share such information with other parties. We do not disclose your non-public personal information except as law permits. This policy applies to present and former clients' non-public information.

ITEM 19: GLOSSARY OF TERMS

Access Persons: An access person is a supervised person who has access to non-public information regarding client's purchases or sales of securities. Access persons include portfolio management personnel and, in some cases, administrative, clerical and technical personnel which, due to their duties and functions, have access to non-public information (See Item 11).

Annual Updating Amendment: This is an amendment to Sussex Financial Group, Inc.'s Form ADV that reaffirms its eligibility of qualifying as an SEC Registered Investment Adviser due to its having Assets Under Management of over \$25,000,000 (See Item 1).

Brochure: A written disclosure statement containing information about the Investment Adviser and certain of its supervised persons that must be provided to clients and prospective clients and is required under SEC Rule 204-3 (See Item 1).

Control: Control means the power, directly or indirectly, to direct the management or policies of a person, whether through ownership, by contract, or otherwise. Each of Sussex Financial Group, Inc.'s officers exercising executive responsibility is presumed to control the firm (See Item 4).

Custody: Custody means holding, directly or indirectly, clients funds or securities, or having an authority to obtain possession of them. Custody includes any arrangement under which you are authorized or permitted to withdraw client's funds or securities maintained with a custodian upon your instruction to the custodian (See Item 15).

Discretionary Authority: Sussex Financial Group, Inc. has discretionary authority and manages assets on a discretionary basis as it has the authority to decide which securities to purchase and sell for the client (See Items 4 and 16).

Enjoined: This term includes being subject to a mandatory injunction, prohibitory injunction, preliminary injunction, or a temporary restraining order (See Item 9).

Foreign Financial Regulatory Authority: This term includes a foreign securities authority or another governmental body or foreign equivalent of a self-regulatory organization empowered by a foreign government to administer or enforce its laws relating to the regulation of investment-related activities (See Item 9)

Investment-Related: This term represents activities pertaining to securities and includes, but not limited to, acting or being associated with an investment adviser, broker-dealer, municipal securities dealer, government securities broker or dealer, issuer, investment company, bank or savings association (See Item 9).

Management Persons: Anyone with the power to exercise, directly or indirectly, a controlling influence over the firm's management or policies, or to determine the general investment advice given to the clients of your firm (See Items 4 and 9).

Performance-Based Fee: This term represents an investment advisory fee based on a share of capital gains or capital appreciation of client assets (See Items 6 and 19).

Soft Dollar Benefits: This term includes any economic benefits such as discounts or waiver of fees for services or products utilized by an adviser in the conduct of their advisory functions. It also includes any payment for these products or services to a third party in exchange for the adviser directing the trading activity to a Broker (See Item 12).

Supervised Person: This term includes any of our officers, partners, directors and employees who provide investment advice on our behalf as well as any independent representatives (See Items 4,9,11 and 14).