

Item 1 – Cover Page

DISCLOSURE BROCHURE

(FORM ADV, PART II)

MEEDER ADVISORY SERVICES, INC.
File No. 801-40023

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This brochure provides information about the qualifications and business practices of Meeder Advisory Services, Inc. If you have any questions about the contents of this brochure, please contact us at 1-800-325-3539 or www.meederfinancial.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.

Meeder Advisory Services, Inc. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Meeder Advisory Services, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 30, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this item will discuss only specific material changes that are made to the brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. We will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business’ fiscal year. We may further provide other information about material changes as necessary.

Please retain a copy of this brochure for your records.

**Meeder Advisory Services, Inc.
March 2012**

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Item 4 – Advisory Business

Meeder Financial offers a complete range of equity, fixed income, and cash management investment strategies through Meeder Asset Management, Inc., The Flex-funds, and Meeder Advisory Services. We continue to work successfully with investors of all types, including retirement plans and their participants, institutions, high net worth individuals, financial representatives, and mutual fund investors.

As of December 31, 2011, Meeder Financial and its affiliates managed approximately \$941 million in assets.

Item 5 - Fees and Compensation

Meeder Advisory Services, Inc. (“Meeder”), at its discretion, negotiates and charges investment advisory fees at different rates, subject to a maximum rate of 1.95% of the value of assets of the MAS product. MRP fees range from 1% to 1.40% and MRP+ fees range from 0.60% to 0.95%. In the “MRP+” product described in Item 8, in order to comply with ERISA Prohibited Transaction Exemption 77-4, Meeder waives that portion of the private account investment advisory fee otherwise payable to it that is attributable to any portion of an account maintained by a qualified plan participant that is invested in The Flex-funds. Meeder’s affiliate charges an investment advisory fee to those mutual funds in The Flex-funds in which the client is invested. For MRP and MRP+ accounts, fees are charged quarterly in arrears. Other MAS accounts are charged fees quarterly in advance.

An investment advisory contract may be terminated by the client or Meeder at any time upon receipt of written notice. In the event of termination during the contract year, the management fee is refundable on a monthly pro rata basis. Notwithstanding the foregoing, the client has the right by notifying Meeder in writing to terminate the investment advisory contract within five (5) business days of entering into the contract without any penalty and with a full refund of all management and administrative fees to the client.

Meeder may enter into an arrangement with the client whereby: (1) the client provides a written authorization permitting Meeder fees to be paid directly from the client's account held by an independent custodian or trustee; and (2) the custodian or trustee agrees to send the client a statement, at least quarterly, indicating all amounts disbursed from the account, including the amount of advisory fees paid directly to Meeder.

At times the fees charged may be higher than normally charged in the industry and that it is possible that the same, similar, or significantly more, extensive services may be available from other advisers at lower rates.

Clients who have a portion of their assets in mutual funds or variable annuity subaccounts and who pay Meeder a management fee on this portion of their money are in effect paying two management fees. The first is levied directly by Meeder for the management of the money and the second charged by the mutual fund(s) or variable annuity subaccounts for the management of the fund's or subaccount's assets.

All fees paid to Meeder for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders or variable annuities to their holders. These fees and expenses are described in each fund's or subaccount's prospectus. These fees will generally include a management fee, other fund or subaccount expenses, and a possible distribution fee. If the subaccount or fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly or invest in the subaccounts, without the services of Meeder. In that case, the client would not receive the services provided by Meeder which are designed, among other things, to assist the client in determining which mutual funds or subaccounts are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and variable annuities, and the fees charged by Meeder to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Item 6 - Performance Fees and Side-by-Side Management

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

Item 7 - Types of Clients

Meeder provides its services to individuals, qualified retirement plans, trusts, charitable organizations, corporations and IRA's. Meeder provides investment advice to state and municipal government entities. Minimum account size is \$50,000 in assets; however, Meeder reserves the right to waive this minimum if an average householding account size is \$100,000 and up. The exceptions to this minimum are the MRP and MRP+ accounts.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

The client, his or her financial consultant, or Meeder, as applicable, selects one or more model portfolio strategies developed by Meeder, each of which has its own investment strategy and level of risk. Meeder, in its sole, unconditional discretion and without prior notice to the Client, and according to the model portfolio strategy selected by the Client and deemed suitable by the Client's financial consultant (or in certain cases, Meeder), exchanges among mutual funds or variable annuity subaccounts, as applicable, selected by Meeder from (1) a universe of mutual

funds offered by a supermarket or platform of funds to which Meeder has access (this service is referred to as the Meeder Retirement Portfolios or “MRP” product); (2) a combination of funds from a proprietary mutual fund family, The Flex-funds, managed by an affiliate of Meeder and unaffiliated mutual funds (this service is referred to as the Meeder Retirement Portfolios Plus or “MRP+” product); or (3) the subaccounts available in a variable annuity owned by the Client (this service is referred to as the “MAS” product). Meeder will typically choose funds from among different mutual fund families or variable annuity subaccounts in order to strive to meet the model portfolio strategy selected by the Client and his financial consultant. In the MRP+ product, Meeder chooses among proprietary mutual funds comprising The Flex-funds family of funds and unaffiliated mutual funds. Meeder will select the funds or subaccounts for inclusion in the account on the basis of their industry classifications, their market capitalizations, their specific portfolio holdings, their performance records, and the compatibility of their investment policies and objectives with Meeder's current analysis of the market. As an example, Meeder may utilize a growth fund, or an aggressive growth fund, or an equity income fund from time to time from different mutual fund families.

Meeder has developed a retirement strategy known as Age-Based Portfolios. An Age-Based Portfolio is chosen based upon the plan participant's target retirement year. The Portfolios have seven different age ranges as follows: 65 and over, 63-64, 60-62, 55-59, 50-54, 45-49 and 44 and under. The Age-Based Portfolios can be utilized in the MRP and MRP+ account or as a stand alone retirement account.

Meeder has also developed Tactical Portfolios that are a mixture of the defensive fixed income portfolio and fully invested growth funds. The Tactical Portfolios provide a combination of long-term growth of capital and current income through investment in a portfolio of equity mutual funds and bond funds.

At Meeder Financial we utilize six strategies that are employed throughout all of our products and services. These six strategies began with our Defensive Investing strategy and as Meeder Financial grew we expanded the scope of our investment disciplines and developed offerings to meet the needs of all investors.

Defensive Investing

Defensive Investing is the investment discipline developed by Robert Meeder and the foundation for the Meeder Financial organization. Our Defensive Investing discipline is designed to seek out the best opportunities for returns in the financial markets while managing the inherent risks of investing. Defensive Investing does not predict bull or bear markets, but responds to changes in the risk/reward relationships of the financial markets and seeks to safeguard an investor's portfolio from bear market losses.

Buy/Sell Discipline

Defensive Investing is used in both equity and fixed income portfolios. In equity portfolios, we invest in equity funds when our investment discipline indicates that the risk/reward relationships of the stock market are positive. When negative, we invest “defensively” in bond or money market funds until our discipline indicates that conditions in the stock market are more favorable for investors.

In fixed income portfolios, we invest in intermediate- or long-term bond funds when our investment discipline indicates that the risk/reward relationships in the bond market are positive. When negative, we invest “defensively” in short-term bond or money market funds until our discipline indicates that conditions in the bond market are more favorable for investors.

Strategic Fund Selection is designed to identify trends of relative strength and relative weakness -- from the broadest themes to the smallest industry sector. Strong sectors are identified for emphasis, whereas weak sectors are identified for under weighting. Weightings are implemented to varying degrees by concentrating investment positions within our entire range of actively managed equity portfolios relative to the risk profile of the specific portfolio.

The foundation of our process begins with investment models that incorporate both strategic and tactical disciplines. These models help us build portfolios, which are combined to provide customized asset allocation investment solutions for you and your clients.

These customized portfolios seek to out-perform industry benchmarks while minimizing volatility over full market cycles. The strength of our process has helped position clients to achieve long-term growth and avoid the large market down swings that could impede or prevent your clients from achieving their investment goals.

Moderate Growth

Employing a quantitative model utilizing interest rate, economic and technical data, the Moderate Growth strategy seeks to preserve gains and avoid losses by shifting assets from equity funds to fixed-income securities and money market fund securities when the investment advisor believes the risk/reward relationship of the stock market is unfavorable.

Defensive Fixed-Income

Employing a quantitative model utilizing trend and technical data, the Defensive Fixed-Income strategy seeks to preserve gains and avoid losses by shifting assets into short-, intermediate- or long-term bond funds depending on anticipated movements in intermediate term interest rates. In addition to monitoring portfolio duration, the Defensive Fixed-Income model also attempts to determine the correct mix of treasury, agency and corporate bonds.

Growth - Aggressive Growth

Our Growth & Aggressive Growth strategy seeks growth of capital over a long-term time horizon while remaining fully invested in the stock market during all market environments. We employ a Strategic Fund Selection discipline that seeks to identify and invest in the areas of the stock market that appear to have the most attractive opportunities for returns in the current market environment. This strategy is also used in our Defensive Equity Portfolios in conjunction with our tactical asset allocation discipline.

Fixed-Income

Our Fixed-Income strategy seeks to maximize current income through investment in bond funds and individual fixed income securities. We employ a fund selection discipline that seeks to identify and invest in the areas of the bond market that appear to have the most attractive opportunities for returns in the current market environment. In addition to fund selection, we also manage the duration of the funds and securities to enhance our return on investment.

Money Market

The Money Market strategy seeks to provide current income while maintaining a stable share price of \$1.00. To pursue this goal, the investment advisor invests in high quality, short-term money market instruments, such as securities backed by the full faith and credit of the U.S. Government, securities issued by U.S. Government agencies, or obligations issued by corporations and financial institutions while maintaining an average maturity of 90 days or less.

Additionally, the advisor seeks to preserve a low expense ratio. Close attention to security selection and expense management allow this discipline to produce competitive yields for The Flex-funds Money Market Fund.

The foundation of our process begins with investment models that incorporate both strategic and tactical disciplines. These models help us build portfolios, which are combined to provide customized asset allocation investment solutions for you and your clients.

These customized portfolios seek to out-perform industry benchmarks while minimizing volatility over full market cycles. The strength of our process has helped position your clients to achieve long-term growth and avoid the large market downswings that could impede or prevent your clients from achieving their investment goals.

All investments carry a certain amount of risk and Meeder cannot guarantee that it will achieve its investment objective. Loss of money is a risk of investing in the stock market.

Item 9 - Disciplinary History

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Meeder or the integrity of Meeder's management. Meeder has no information applicable to this item.

Item 10 - Other Financial Industry Activities and Affiliations

The Flex-funds is a family of mutual funds managed by Meeder Asset Management, Inc., a related person of Meeder and like Meeder a wholly-owned subsidiary of Meeder Financial, Inc. Mutual Funds Service Co., a related person of Meeder and like Meeder a wholly-owned subsidiary of Meeder Financial, Inc., serves as the administrator, transfer agent, shareholder service agent and fund accounting agent for The Flex- funds. One principal executive officer employed by Meeder spends a significant portion of his time devoted to these functions.

Meeder is affiliated with Meeder Asset Management, Inc., an investment adviser to qualified retirement plans, corporations, endowment plans, individuals and registered investment companies. Meeder Asset Management, Inc., is the sponsor, investment adviser and manager of The Flex-funds, a registered investment company under the Investment Company Act of 1940. Meeder Asset Management, Inc., under an agreement with Meeder, will provide Meeder with buy/sell signals based upon its evaluation of market conditions. Meeder will then determine the appropriate investment advice to give to its clients.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Meeder has adopted policies and procedures designed to address circumstances that could give rise to a conflict of interest, a potential conflict of interest, or an appearance of impropriety. The Code covers restrictions on personal investing activities including blackout periods, initial public offerings, limited offerings, short-term trading profits and gift limits. The Code covers compliance requirements including pre-clearance on personal transactions, initial, quarterly and annual holdings reports, exempted transactions, opening of new security accounts, reporting actual and suspected violations and sanctions. A copy of Meeder's Code of Ethics is available upon request to prospective and current clients.

Meeder does recommend The Flex-funds to Clients but Meeder, or any affiliated company, does not receive sales charges, 12b-1 fees or commissions from the purchase or sale of the underlying investment vehicle for the clients of Meeder.

Meeder and its employees or affiliates may from time to time hold a position either directly or indirectly in mutual funds owned by a client.

No person associated with Meeder may trade in a recommended mutual fund to his advantage over a client. All trading accounts of directors and officers of Meeder and those employees of Meeder determining investment advice to be given to clients are reviewed for compliance.

Meeder Asset Management, Inc., a related person of Meeder and like Meeder a wholly-owned subsidiary of Meeder Financial, Inc., has recommended to certain clients of Meeder that they purchase shares of The Flex-funds, a family of mutual funds managed by Meeder Asset Management, Inc. Meeder Asset Management, Inc. earns a management fee from The Flex-funds. Mutual Funds Service Co., a related person of Meeder and like Meeder a wholly-owned subsidiary of Meeder Financial, Inc., serves as the administrator, transfer agent, shareholder service agent and fund accounting agent for The Flex-funds and earns fees for these services from The Flex-funds.

Item 12 - Brokerage Practices

The client selects one or more portfolio strategies developed by Meeder, each of which has its own investment strategy and level of risk. Meeder, in its sole, unconditional discretion and without prior notice to the Client, based on signals generated by Meeder's investment committee and according to the portfolio strategy selected by the Client and deemed suitable by the Client's financial consultant (or in certain cases, Meeder), exchanges among mutual funds or variable annuity subaccounts selected by Meeder. Meeder trades directly through the Funds and does not use a broker/dealer.

Item 13 - Review of Accounts

The Investment Committee which consists of Robert Meeder, Jr., Dale Smith, Clinton Brewer, Robert Techentin, Ted Clark and Jason Headings typically meets once a week although typically this group meets several times per week on an ad hoc basis. Individual funds, tactical asset allocation and sector weightings are reviewed by the Investment Committee. All investment decisions are made by the investment committee and are approved by the President of Meeder.

Each client receives, not less frequently than quarterly, an itemized statement showing funds or variable annuity subaccounts owned and performance during the quarter. Clients receive confirmation of all buy/sell activity directly from the investment vehicle or investment company which they have selected.

Item 14 - Payment for Client Referrals

Meeder, or its affiliates, will, from time to time, provide administrative services to the insurer offering variable annuities or variable life insurance (the subaccounts of which are managed by Meeder) to clients. Meeder or its affiliates may receive an administrative fee from the insurer for such services.

For the Bank Deposit Program, Meeder receives an economic benefit from Everbank, a third party, for placing Meeder's clients' assets in Everbank Deposit Accounts and from First Financial Equity Corporation, a third party, for referring Meeder's clients to the Reliance Trust Preferred Deposit Custody Accounts.

Meeder will, from time to time, use third parties to solicit business for the firm. These individuals are paid dependent upon the amount of dollars they bring under Meeder's management. Each third party solicitor is bound by a written agreement which specifies (1) solicitation activities and compensation to be received; (2) Meeder's investment requirements and duties of the solicitor under the Investment Advisers Act; and (3) the solicitor to provide new clients with a copy of Meeder's ADV Part II.

In addition, Meeder requires the solicitor to provide the potential client with a written disclosure statement outlining: (1) name of the solicitor; (2) name of Meeder; (3) discussion about the nature of the relationship between the two; (4) statement identifying the solicitor as a recipient of compensation from Meeder; and (5) terms of the compensation agreement.

Meeder requires the client's signature be obtained by third party solicitors upon acceptance of a new account to verify the client understands the relationship and has received a copy of Meeder's ADV Part II. Copies are kept in the client's file.

Item 15 - Custody

Quarterly and annual statements are provided to clients from the platform or provider which serves as the qualified custodian on client accounts. In addition, Meeder provides quarterly and annual statements to clients. Clients are encouraged to carefully review such statements and compare the custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 - Investment Discretion

See discussion regarding investment discretion under “Brokerage Practices.”

Item 17 - Voting Client Securities

Meeder does not vote proxies, does not accept the obligation to vote proxies on behalf of its clients and, therefore, does not have a proxy voting policy.

Item 18 - Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about Meeder’s financial condition. Meeder has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.