



Part 2A of Form ADV: Firm Brochure

Item 1: Cover Page

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3/31/2012

This brochure provides information about the qualifications and business practices of AlphaMark Advisors, LLC. AlphaMark Advisors, LLC may be referred to as “AlphaMark” throughout this brochure.

In accordance with the Investment Advisors Act of 1940, AlphaMark is registered as an investment adviser; however, being registered does not imply that AlphaMark or our personnel have a certain level of skill or training.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (and may be referred to as the “SEC” throughout this brochure) or by any state securities authority.

Additional information about AlphaMark also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by typing in our name “AlphaMark” or our identifying number, known as a CRD number. Our firm’s CRD number is 109366. If you have any questions about the contents of this brochure, please contact us at 859-957-1803 or ahaggerty@alphamarkadvisors.com.

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Item 2 Material Changes

For the period ending 3/31/2012, there have been no material changes to the Part 2A of Form ADV: Firm Brochure.

The SEC adopted "Amendments to Form ADV" in July, 2010 changing the ADV to a Firm Brochure narrative format. After our initial filing of this Brochure ending 3/31/2011, Item 2 "Material Changes" will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

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. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4 Advisory Business

AlphaMark Advisors, LLC is a SEC-registered investment adviser with its principal place of business located in Ft. Mitchell, Kentucky. AlphaMark began conducting business in 1999.

We provide investment advisory services to individually managed accounts and serve as the investment advisor to the AlphaMark Large Cap Growth Fund and the AlphaMark Small Cap Growth Fund, each a series of the AlphaMark Investment Trust which is registered under the Investment Company Act of 1940.

Principal Ownership. The firm's principal shareholder (i.e., those individuals and/or entities controlling 25% or more of this company) is Michael L Simon, President of AlphaMark Advisors, LLC. Additional shareholders are Christian A. Lucas, Managing Partner of AlphaMark, and several partners of VonLehman CPA and Advisory Firm: Brian Malthouse, Don Fritz, Andrew Von Lehman, Tom Ruberg, Ted Funk, Mark Weber, Curt Wenzler, Adam Davey, Dan Owens and Jami Vallandingham-Hoskins. See Item 10 Other Financial Industry Activities and Affiliations for more details on the relationship between AlphaMark and VonLehman.

Types of Advisory Services. AlphaMark provides portfolio management services and investment advisory services for Individual Accounts (Individuals, Institutions, Pension Plans, Profit Sharing Plans, 401k Plans, Trusts, Foundations, and Corporations or other businesses not listed), Mutual Funds, Sub Advisory Account Management, Dual Contract Management, Model Program Management using Proprietary Models, and Financial Planning:

- **Individual Account Portfolio Management.** Our firm provides investment management services based on the individual needs of the client. Generally, AlphaMark primarily allocates investment management assets of its separately managed accounts among individual debt and equity securities and various no transaction fee mutual fund classes, and when appropriate the mutual funds managed by AlphaMark, on a discretionary basis in accordance with the investment objectives of the client.

Through personal discussions in which goals and objectives based on the client's particular circumstances are established, we develop the client's personal investment policy. In addition, we encourage the clients to discuss their needs on an on-going basis and let us know of any changes that may occur over time that would affect their investment views. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. All clients are encouraged to meet with their advisor at least quarterly to review financial planning issues, investment objectives and account performance.

Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. Clients may impose reasonable restrictions mutually agreed upon in advance when investing in certain securities, types of securities, or industry sectors.

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Once the client's portfolio has been established, we review the portfolio on a continuous basis, and if necessary, rebalance the portfolio, based on the client's individual needs in conjunction with developments in the capital market. See Item 13: Review of Accounts for more details on the review process.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding exchange-listed securities, securities traded over-the-counter, foreign issuers, corporate debt, commercial paper, certificates of deposit, municipal securities, variable life insurance, variable annuities, mutual fund shares, United States governmental securities, and options contracts on securities.

Because some types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

We normally require a \$100,000 account minimum for investment management services. However, we may accept lesser account sizes at our discretion based on certain criteria. (i.e., pre-existing financial planning client, sub-advisory relationship, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, etc.)

Neither AlphaMark nor the client may assign the investment advisory agreement without the prior written consent of the other party. Transactions that do not result in a change of actual control or management of AlphaMark will not be considered an assignment.

- **Mutual Fund Portfolio Management.** AlphaMark serves as the investment manager to the AlphaMark Large Cap Growth Fund and AlphaMark Small Cap Growth Fund, each a series of the AlphaMark Investment Trust.

Interested investors should refer to the Mutual Fund's prospectus and Statement of Additional Information ("SAI") for important information regarding objectives, investments, time-horizon, risks, fees, and additional disclosures. These documents are available on-line at <http://alphamarkfunds.com>.

Prior to making any investment in the fund, investors and prospective investors should carefully review these documents for a comprehensive understanding of the terms and conditions applicable for investment in the AlphaMark Funds.

- **Sub-Advisory Account Management.** AlphaMark Advisors can act as a Sub-Advisor performing investment management services. In this type of relationship, an outside unrelated firm acts as the "Advisor" and hires AlphaMark as a Sub-Advisor for AlphaMark's investment management expertise. The Advisor pays a pre-determined mutually agreed upon fee for this service.

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- **Dual Contract Account Management.** AlphaMark may be retained by clients under a so called “dual contract” arrangement offered by a broker dealer. In these examples, the client executes AlphaMark’s investment advisory agreement in addition to signing an agreement with a broker/dealer. The broker/dealer may recommend using AlphaMark as an investment adviser and will execute the client's portfolio transactions, provide custodial services for the client's assets, or provide any combination of these or other services, all for a single fee paid by the client to the broker/dealer. See Item 12 Brokerage Practices. .
- **Model Programs Using Proprietary Models:** AlphaMark provides use of its proprietary model information (Model Program) to several firms not related to AlphaMark for a predetermined fee. AlphaMark’s models are AlphaMark Quality Large Cap Growth Model and AlphaMark Quality Small Cap Growth Model. For any firms using our models in a Model Program, AlphaMark does not have access to individual client information, does not manage their clients individual accounts on a continuous basis, and provides only the initial model security names and relative percentage’s, and subsequent updates to the models as they occur. AlphaMark is paid a negotiated fee based on the assets managed using our proprietary models.
- **Financial Planning:** AlphaMark provides financial planning services as requested and needed. Financial planning is a comprehensive evaluation of a client’s current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

Typically the financial plan is presented to the client. Implementation and review are an on-going process.
- **Consulting Services Fees:** From time to time, AlphaMark may provide investment advisory services on a consulting basis.
- **Wrap Fee Programs.** We do not actively participate in any wrap fee programs at this time.

Amount of Managed Assets: As of 12/31/2011, we were actively managing \$256,896,871 of clients' assets on a discretionary basis (94%) plus \$16,091,616 of clients' assets on a non-discretionary basis (6%).

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Item 5 Fees and Compensation

Individual Account Portfolio Management Fees: Our annual fees to implement investment recommendations on a fee-only basis for portfolio management services and investment advisory services for Individual Accounts (Institutions, Pension Plans, Profit Sharing Plans, 401k Plans, Trusts, Foundations, and Corporations or other businesses not listed) are based upon a percentage of assets under management.

The annualized fee for Portfolio Management Services is charged as a percentage of assets under management and is generally: 1% on the first \$1 million of assets, 0.8% from \$1-2 million of assets, 0.7% on assets from \$2-3 million, and 0.5% on assets over \$3 million. The client's annual investment management fee will be calculated and paid quarterly, in arrears based on the market value of the account on the last business day of the quarter. In addition, AlphaMark charges each investment account a \$25 quarterly account service fee. The management fee and schedule is negotiated between each client and may be higher or lower as well as have a modified billing schedule based on the scope and or complexity of responsibilities.

Both AlphaMark's investment advisory agreement and the custodial agreements from Charles Schwab & Co., Inc. (Schwab) or TD Ameritrade, Inc. (TD), registered broker-dealers, members of SIPC, may authorize Schwab or TD to debit the clients account for the amount of AlphaMark's investment management fee and to directly remit that management fee to AlphaMark in accordance with required SEC procedures. The investment advisory agreement between AlphaMark and the client will continue in effect until terminated by either party by written notice. AlphaMark's investment management fee shall be pro-rated through the date of termination, and any remaining balance (if any) shall be promptly refunded to the client.

In addition to our investment management fee, the client will also pay transaction fees charged by the custodian and may be required to pay additional transaction charges to the custodian. See item 12 Brokerage Practices.

Mutual Fund Portfolio Management Fees: AlphaMark acts as an investment adviser to two investment companies registered under the Investment Company Act of 1940, the AlphaMark Large Cap Growth Fund and the AlphaMark Small Cap Growth Fund. AlphaMark is responsible for managing the investments for each Fund's portfolio. Each Fund pays AlphaMark an investment advisory fee equal to 1% annually of the average daily net assets of the Fund(s). The investment advisory fee is paid monthly. AlphaMark has contractually agreed until December 31, 2012 to reduce investment advisory fees and absorb other operating expenses to the extent necessary to limit total annual operating expenses (excluding Acquired Fund Fees and Expenses) to an amount not exceeding 1.50% of each Fund's average daily net assets. Investment advisory fee reductions and other expenses absorbed by AlphaMark are subject to repayment by the Funds for a period of 3 years after such fees and expenses were incurred, provided that the repayments do not cause total annual fund operating expenses (excluding Acquired Fund Fees and Expenses) to exceed the foregoing expense limitations. The fee information is described in the Funds prospectus and Statement of Additional Information ("SAI").

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Dual Contract Fees. Transactions under Dual Contract arrangement are effected “net”, i.e., without commission, and a portion of the brokerage fee charged by the broker-dealer is generally considered as being in lieu of commissions. The investment management fee is paid separately, typically billed in arrears, from the account directly to AlphaMark. The transactions in a dual contract relationship are generally expected to be executed only with the broker dealer with which the client has entered into the Dual Contract arrangement, so that AlphaMark may not be free to seek best price and execution by placing transactions with other broker dealers. Our experience indicates that certain broker dealers under clients' dual contract fee agreements generally can offer best price for transactions in listed equity securities, but, no assurance can be given that such will continue to be the case with those or other broker dealers which may offer dual contract fee arrangements, nor with respect to transactions in other types of securities. The client should also consider that, depending upon the level of the fee charged by the broker dealer, the amount of portfolio activity in the client's account, the value of custodial and other services, which are provided under the arrangement, and other factors, the dual contract fee may or may not exceed the aggregate cost of such services if they were to be provided separately and AlphaMark were free to negotiate commissions and seek best price and execution of transactions for the client's account.

Sub Advisory Account Management Fees. AlphaMark's fees to act as a sub-advisor are negotiable. The fees may be paid in arrears or advanced based upon the Advisors' billing cycle and are paid directly from the Advisor.

Model Programs Using Proprietary Models Fees. AlphaMark's fees for Model Portfolio Management Services are based upon a percentage of assets under management by the broker-dealers using our services which generally range from .40% to 1.00%.

Generally, AlphaMark is paid in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the assets in the model program.

Financial Planning Fees. AlphaMark's Financial Planning fee is determined based on the scope of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Consulting Services Fees: From time to time, AlphaMark may provide investment advisory services on a consulting basis. The consulting services fee is determined by the nature of the services being provided and the complexity of each client's circumstances. All consulting fees are agreed upon prior to entering into a contract with any client. An estimate for the total hours is determined at the start of the advisory relationship and will be billed and due at the end of each quarter.

General Information:

- **Limited Negotiability of Advisory Fees.** Although AlphaMark has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee.

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These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, and family relationship among other factors. The specific annual fee is identified in the contract between AlphaMark and the client. AlphaMark may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the appropriate fee.

- **Termination of the Advisory Relationship.** In the event a client terminates our investment advisory agreement, the client is responsible for the investment advisory fee up until the day the client terminates our agreement. AlphaMark's ending fee will be calculated from the end of the previous quarter to the last day on which the investment advisory agreement is in effect, pro-rated by the number of days elapsed in the current period as a percentage of the total number of days in such period. If we cannot bill from account directly, the client is responsible for any final bill owed.
- **Mutual Fund Fees.** All fees paid to AlphaMark for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders, excluding the AlphaMark Funds. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. When we invest a client's assets in mutual funds we manage, the client is responsible for paying management fees agreed upon in their investment advisory contract with AlphaMark as well as the management fees charged by the affiliated Funds. In these instances, we will be paid as the client's advisor and also as the affiliated fund manager. (in lieu of paying a non-related Investment Trust)
- **Additional Fees and Expenses.** Although we generally charge the management fee in arrears, at our sole discretion, we may bill in advance on certain criteria (pre-existing financial planning client, sub-advisory relationship, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, etc.) In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Advisory Fees in General. Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

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Item 6 Performance-Based Fees and Side-By-Side Management

AlphaMark does not charge performance-based fees.

Item 7 Types of Clients

AlphaMark provides advisory services to:

- Institutions
- Individuals – Taxable and Tax Exempt (Including High Net Worth Individuals)
- Pension Plans
- Profit Sharing Plans
- 401K plans
- Trusts
- Foundations
- Corporations or other businesses not listed above
- Mutual Funds

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided and may be waived under certain circumstances. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

Methods of Analysis. Dependant on the asset allocation of the client, we may use the following methods of analysis:

A) Fixed Income. Our analysis of appropriate fixed income instruments for our clients takes into account the client's cash flow needs as well as the client's tolerance for risk. We view fixed income investments as a necessary part of any portfolio designed to create sustainable income generation. The majority of the fixed income securities that we purchase for our clients are high quality investment grade bonds. A material portion of the bonds are government securities. In some circumstances, corporate bonds may be added to a portfolio in order to increase the yield of the portfolio. Our analysis includes: a review of current inflation expectations in order to determine the appropriateness of the duration of a bond portfolio; a

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review of current and expected economic conditions in order to determine the appropriateness of the credit quality of a bond portfolio; and a review of the value of having a ladder portfolio of fixed securities versus the value of a structured portfolio with short term and longer term fixed income securities based upon the steepness of the interest rate yield curve.

B) Equity. Our equity investment philosophy is grounded by an appreciation of risk. We believe that it is possible to identify growing companies by trends in past and forecasted revenues and earnings. However, it is important to select only those companies that have a sustainable business model through various economic conditions. A sustainable business model is one that is focused on organic growth supplemented by acquisitions and capital investment. A strong business model creates shareholder wealth, as measured by the return on equity that a company produces. A company that produces a reliable stream of cash from operating activities can succeed in economically challenging times. We seek to invest in companies with a proven history of consistent growth, sustainable earnings momentum and the ability to produce a reliable stream of cash flow during all economic cycles. We use a “bottom-up” internal stock screening process designed to identify companies that produce reliable cash flows and are priced at a level that allows for growth opportunity. These companies are then subjected to further fundamental analysis, including return on equity, sufficiency of cash flow to cover capital spending, operating margin relative to price/sales, financial statement review, focusing on true net equity value, enterprise value review and management review, including factors such as insider trading, stock option distribution and share buy-backs. An assessment of trends in the markets and the economy will provide some influence on the economic sector weightings.

C) Other Alternative Investments. Alternative investments may be added to the portfolio if an investor’s risk profile allows. As a general rule no more than 10% of a client’s investable assets will be allocated to this class. Alternative assets often react to market conditions differently than traditional investments. When it is necessary to further diversify a portfolio and/or adapt to changing market conditions such as fluctuating interest rates or depressed equity market, it may be appropriate for select portfolios to reduce volatility, or possibly improve overall performance with alternative investments. Although these investments may seem attractive to many, they should be considered as very high risk when compared to typical “run-of-the-mill” investments. They should not necessarily all be treated equally in terms of risk, as there can be quite a variance from one investment to the next.

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Investment Strategies: The ownership of quality stocks and bonds is the foundation of our strategy. To reduce volatility in a client's portfolio, we diversify by market capitalization (large and small), and geography (domestic and international). Based on liquidity needs and tolerance for risk, fixed income securities may also be part of the client's portfolio. When appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations, we may use the following investment objectives:

- **Aggressive Objective:** Provide for preservation of capital with an emphasis on long-term growth without undue exposure to risk and managed to achieve the most favorable after tax return. Highest risk tolerance. Higher return potential with the greatest variability of return (volatility). 90%-100% equities; 0% to 5% fixed income, 0% to 5% cash allocation. Appropriate investments include: Common Stocks & ADR's, Options, Stock Mutual Funds, Individual Bonds, Bond Mutual Funds, Non-domestic (Foreign Securities traded on the US Exchanges), Index Funds.
- **Growth Objective:** Provide for preservation of capital with an emphasis on long-term growth without undue exposure to risk and managed to achieve the most favorable after tax return. Highest risk tolerance. Higher return potential with the greatest variability of return (volatility). 80%-100% equities; 0% to 20% fixed income, 0% to 5% cash optimum allocation. Appropriate investments include: Common Stocks & ADR's, Options, Stock Mutual Funds, Individual Bonds, Bond Mutual Funds, Non-domestic (Foreign Securities traded on the US Exchanges), Index Funds.
- **Balanced Objective:** Provide for preservation of capital with an equal emphasis on income generation and long term growth. To provide results without undue exposure to risk and managed to achieve the most favorable after tax return. Above Average Risk Tolerance and relatively high return potential. Relatively great variability of return. (volatility) 60%-80% equities; 20% to 30% fixed income, 0% to 5% cash optimum allocation. Appropriate investments include: Common Stocks & ADR's, Options, Stock Mutual Funds, Individual Bonds, Bond Mutual Funds, Non-domestic (Foreign Securities traded on the US Exchanges), Index Funds.
- **Income Objective:** Provide for preservation of capital with an emphasis on income generation as a primary objective and long term growth as a secondary objective. To provide results without undue exposure to risk and managed to achieve the most favorable after tax return. Average risk tolerance and relatively lower return potential. Relatively low variability of return. (volatility) 40%-60% equities; 0% to 50% fixed income, 0% to 10% cash optimum allocation. Appropriate investments include: Common Stocks & ADR's, Options, Stock Mutual Funds, Individual Bonds, Bond Mutual Funds, Non-domestic (Foreign Securities traded on the US Exchanges), Index Funds.

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- **AlphaMark Large Cap Growth Strategy.** The strategy will invest primarily in a diversified portfolio of domestic common stocks of large cap companies. Large cap companies are defined as companies with a total market cap of \$5 billion or more at the time of purchase and under normal circumstances will have an average weighted market capitalization of greater than \$10 billion. The strategy seeks high quality growth companies experiencing earnings momentum valued at a level that justifies their price.
- **AlphaMark Small Cap Growth Strategy.** The strategy will invest primarily in a portfolio of domestic common stocks of small cap companies. Small cap is defined as companies with a total market capitalization of less than \$2 billion at the time of purchase, and under normal circumstances, will have an average weighted market capitalization of approximately \$900 million. This strategy is non-diversified and therefore may invest a significant percentage of its assets in the securities of a single company and seeks high quality growth companies experiencing earnings momentum valued at a level that justifies their price.

Long-Term Purchases, Risk Controls and Sell Discipline

Long-term Purchases. We purchase securities with the idea of holding them in the client's account until market conditions indicate a change. Typically we employ this strategy when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current projection for this class.

Risk Controls and Sell Discipline. Our process places a strong emphasis on risk controls and sell discipline. We may sell a security as we consider the following circumstances: 1) A material change in company structure or management; 2) A material change in the industry or economic factors effecting that industry; 3) A position has grown to an unacceptable weight; 4) Earnings momentum has decreased from previous estimates; or 5) The Security's stock price has become overvalued by 20% or more based on our proprietary cash flow models.

Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk. A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

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Stock Market Risk. The return on and value of an investment will fluctuate in response to stock market movements. Stocks and other equity securities are subject to market risks, such as a rapid increase or decrease in a stock's value or liquidity, and fluctuations in price due to earning, economic conditions and other factors beyond our control. A company's share price may decline if a company does not perform as expected, if it is not well managed, if there is a decreased demand for its products or services, or during periods of economic uncertainty or stock market turbulence, among other circumstances.

Fixed Income Risk. Fixed income securities also are subject to market risk effecting the fluctuation of price and value. Fixed income assets have additional potential risks such as inflationary risk, interest rate risk, credit risk, income risk, currency risk, default/repayment/maturity risk, and quality risk.

Other Important Risk Considerations. Large Capitalization and Small Capitalization equity securities which, like all equity securities, carry the potential for unpredictable drops in value and periods of lackluster performance. Large capitalization companies may be unable to respond as quickly as smaller companies to new competition challenges and also may not be able to attain the high growth rate of successful smaller companies. Small capitalization companies may involve greater risks than large capitalization companies because these companies may lack the management experience, financial resources, product diversification and competitive strengths of larger companies. Small capitalization companies may be subject to greater price fluctuations and be less liquid compared to larger capitalization companies. AlphaMark's Small Cap Strategy is a non-diversified strategy which may present greater risks than investing in a diversified strategy. A non-diversified strategy may have a concentrated portfolio and, as a result, may be more sensitive to a single economic, business, political or regulatory event than a diversified strategy. Foreign securities investments involve risks that may be different from those of U.S. securities. Foreign securities may not be subject to uniform audit and financial reporting and disclosure standards. In addition, foreign investments may be subject to adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, political or social instability, and nationalization of companies or industries.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

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Item 10 Other Financial Industry Activities and Affiliations

Mutual Fund Affiliation. AlphaMark previously disclosed in "Advisory Business" (Item 4) and "Fees and Compensation" (Item 5) of this brochure that our firm is the investment adviser to the AlphaMark Large Cap Growth Fund and AlphaMark Small Cap Growth Fund, which are each a series under the AlphaMark Investment Trust registered under the Investment Company Act of 1940. We are related to AlphaMark Investment Trust through our role as investment advisor to the Funds and owners of AlphaMark serve as a trustees and/or officers of the Trust. The relationship could be considered a material conflict of interest when we invest a client's assets in mutual funds we manage since the client is responsible for paying management fees agreed upon in their investment advisory contract with AlphaMark as well as the management fees charged by the affiliated mutual fund. In these instances, we may be paid as the client's advisor and also as the affiliated fund manager. (in lieu of paying a non-related Investment Trust.) See Item 5 Fees and Compensation under the Mutual Fund Fees section.

For additional information, the Funds prospectus and SAI are available on-line at: <http://alphamarkfunds.com>. Prospective investors should review these documents carefully before making any investment in the Funds.

Other Affiliation(s). Management personnel of AlphaMark may also be managing member(s) of limited liability companies (LLCs) and/or general partner(s) to limited partnerships (LPs) formed for investment purposes. AlphaMark has an affiliation with VonLehman CPA and Advisory Firm. AlphaMark and VonLehman share mutual clients and have a formal referral program between the two firms described in Item 14 "*Client Referrals and Other Compensation*". AlphaMark may, from time to time, recommend insurance and variable products to satisfy the needs and circumstances of clients. Should an insurance transaction be consummated, Christian A. Lucas is a licensed insurance representative of Lincoln Financial Group and may be compensated financially directly and residually by insurance companies. Clients, however, are not under any obligation to use recommended insurance products. The implementation of any or all recommendations is solely at the discretion of the client. Randy W. Knapmeyer is a licensed insurance representative of Purshe Kaplan Sterling Investments (PKS) and as such can sell variable insurance products for separate and typical compensation.

AlphaMark is not affiliated with Lincoln Financial Group or PKS. AlphaMark will not use its discretionary authority to place transactions through Lincoln or PKS. PKS will be used solely to purchase variable annuities for those clients who wish this service. No client is obligated to utilize insurance products.

The potential to receive additional compensation, such as insurance or brokerage commissions, presents a conflict of interest as it gives certain AlphaMark representatives an incentive to recommend these products. AlphaMark Advisors will only recommend investments that it believes are consistent with the best interests of the client.

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

Code of Ethics. Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. AlphaMark and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of employee personal quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the pre-clearance of any acquisition of securities in a limited offering (e.g., private placement), an initial public offering or new business relationship plus securities owned or anticipated by our model or clients. Our Code also provides for oversight, enforcement and recordkeeping provisions.

AlphaMark's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity. In accordance with Section 204A of the Investment Advisors Act of 1940, AlphaMark also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by our firm or any person associated with AlphaMark. We collect nonpublic personal information about our clients from the following sources: Information we receive directly from our clients on applications or other forms and information about client's transactions or from any of AlphaMark's affiliates or broker-dealers utilized. AlphaMark does not disclose any nonpublic information about its customers or former customers to anyone, except as permitted by law. AlphaMark may disclose all of the information it collects, as described above to companies that perform marketing services on its behalf or to other financial institutions with which it has joint marketing agreements. We restrict access to nonpublic personal information about its clients to those employees who need to know that information to provide products or services to their clients and we maintain physical, electronic and procedural safeguards that comply with federal standards to guard the client's nonpublic personal information.

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A complete copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to ahaggerty@alphamarkadvisors.com, or by calling us at 859-957-1803. As previously disclosed in this brochure, AlphaMark is the investment adviser to an affiliated mutual fund. Please refer to "Advisory Business" (Item 4) and "Fees and Compensation" (Item 5) for a detailed explanation of this relationship and its Advisory fees paid.

In addition, access persons of our firm are required to report all personal securities transactions conducted in our affiliated mutual fund(s).

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Personal Trading. Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. It is our expressed policy that no person employed by us may purchase or sell any security without pre-clearance. The reviewing officer will not approve a transaction if a similar transaction is being performed or contemplated for a client account.

We may manage individual brokerage accounts for our employees, associated persons, directors, board members and owners for a fee. These accounts will be managed on a discretionary basis.

AlphaMark's pre-clearance policies specific to transactions, apply only to those transactions that the associated people direct themselves. If an employee or associated person of our firm conducts transactions in an account not managed by AlphaMark, those transactions are subject to our Code. Those accounts and transactions are subject to the regulations under Section 204A of the Investment Advisers Act of 1940 and are the responsibility of the employee or associated person to report to our compliance officer. A quarterly request for transactions will be made to all employees and associated persons. If there were no transactions, that must be reported as well.

Prohibited Transactions. Our firm prohibits its employees from becoming involved in "agency cross" or "principal transactions". An agency cross transaction occurs when an advisor executes a trade with an advisory client on one side of the transaction and a non-advisory client on the other. Principal Transactions: Our firm also prohibits its employees from becoming involved in principal transactions. A principal transaction is when an adviser purchases any security from or sells any security to a client.

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Item 12 Brokerage Practices

Our Fiduciary Duty. As an adviser and a fiduciary to the firm's clients, AlphaMark's clients' interests are placed first and foremost. AlphaMark's trading practices and procedures prohibit unfair trading practices. AlphaMark seeks to disclose and avoid any conflicts of interests or resolve such conflicts in the client's favor. Section 206 of the Advisers Act makes it unlawful for any advisor, by use of the mail or by any means or instrumentality of interstate commerce, directly or indirectly to:

- employ any device, scheme, or artifice to defraud any client or prospective client;
- engage in any transaction, practice or course of business that operates as a fraud or deceit upon any client or prospective client;
- engage in any act, practice or course of business that is fraudulent, deceptive or manipulative;
- act as a principal for its own account, or act as broker for another person, knowingly sell or buy any security from an advisory client without first disclosing in writing its capacity in the transaction and obtaining the client's consent to the transaction.

Trading. AlphaMark has a fiduciary duty to obtain the best execution of trades for client accounts. To fulfill this duty, AlphaMark generally must "execute securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances". The SEC views best execution as the best qualitative execution, not necessarily the best possible commission cost. To the extent we have more than one custodian holding assets, trades within each custodian are blocked together, custodians are alphabetized then rotated from a fixed list to ensure one custodian does not receive preferential treatment over another.

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Allocation/Aggregation. We have a fiduciary duty to allocate trades in such a way that AlphaMark's own (or affiliated) account(s) do not receive more favorable treatment. We will not give special consideration or preferential treatment to any account. If we have an opportunity to participate in a limited issue security, we will exercise our fiduciary responsibility to ensure that client accounts receive the same attention as our own or affiliated accounts and no account is given favorable treatment.

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Selecting Brokers/Custodians. We seek to recommend a custodian/broker who will hold our clients' assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers. We consider a wide range of factors, including, but not limited to, combination of transaction execution services and asset custody services (generally without a separate fee for custody), capability to execute, clear, and settle trades (buy and sell securities for your account.), capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.), breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.), availability of investment research tools that assist us in making investment decisions, quality of services, competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices, reputation, financial strength, and stability, prior service to us and our other clients, availability of other products and services that benefit us, as discussed below (See "Products and Services Available to Us"). We will make every effort to accommodate a client who wishes to direct trading. Although by directing brokerage transactions, we may not be able to achieve the most favorable execution of client transactions, and the transaction costs could be more expensive to the client.

Custodian and Brokers We Recommend. We do not maintain custody of assets we manage, although we may be deemed to have custody of assets if given the authority to withdraw assets from your account (see Item 15 - Custody below). Assets must be maintained in an account at a "qualified custodian", generally a broker-dealer or bank. We generally recommend that our clients use Charles Schwab & Co., Inc. (Schwab) or TD Ameritrade, Inc. (TD), registered broker-dealers, members of SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab or TD. Schwab or TD will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab or TD as custodian/broker, you will decide whether to do so and will open your account with Schwab or TD by entering into an account agreement directly with them. We do not open the account for you with the custodian, although we may assist you in doing so. Even though your account is maintained at Schwab or TD, we can still use other brokers to execute trades for your account if needed as described below (see "Your Brokerage and Custody Costs").

Brokerage and Custody Costs. For our clients' accounts that Schwab/TD maintain, they generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that they execute or that settle into your account. In order to minimize your trading costs, we have Schwab/TD execute most of your trades to be consistent with our duty to seek "best execution". If your account is held in custody at Schwab or TD, but we trade with a different "prime

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broker” or “trade away”, Schwab or TD will charge you a flat dollar amount fee for each trade that we have executed by a different broker-dealer while Schwab or TD act as your custodian, but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab or TD account. These fees would be in addition to the commissions or other compensation you pay the executing broker dealer which is why we choose to execute the majority, if not all of your trades through the custodian. (see “How We Select Brokers/Custodian”).

Products and Services Available to Us. Schwab Advisor Services (formerly called Schwab Institutional) is Schwab’s business unit serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage-trading, custody, reporting, and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available support services. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab; otherwise, our firm could be charged a quarterly service fee of \$1,200. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients and would generally benefit your account. There may be other products and services that benefit us but may not directly benefit your account since they help us to manage and administer our clients’ accounts. These include such things as investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts held by other custodians. In addition to research, Schwab and TD also make available software and other technology that provide access to client account data (such as duplicate confirmation and account statements), facilitate trade execution and allocate aggregated trade order for multiple account, provide security pricing and other market data, facilitate payment of our fees from our clients’ accounts, and assist with back-office functions/recordkeeping, and client reporting. Schwab also offers other services intended to help us manage and further develop our business enterprise such as educational conferences, and consulting on technology/compliance/legal/business needs.

Soft Dollars. Soft dollars are generated from trading commissions. Investment managers can use soft dollars to pay for investment research as long as the expenses paid fall within the “safe harbor” provided by the Section 28(e) of the Securities Exchange Act of 1934. We use soft dollars to pay an outside firm for investment research data and software which generally can benefit our clients.

Item 13 Review of Accounts

Individually Managed Account Portfolio Management. AlphaMark reviews its clients’ accounts on an ongoing basis. All clients are encouraged to discuss with their advisor his/her/their investment objectives, needs and goals and to keep the advisor informed of any changes regarding same. All clients are encouraged to meet, at least quarterly, with their advisor, to comprehensively

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review financial planning issues, investment objectives and account performance. Periodically the Chief Compliance Officer reviews client accounts for the sector and individual holdings weightings compared to the portfolio allocations listed in the Client Investment Policy Statement. The weightings are to be within range or the advisor is to have the client approve such discrepancies. In addition, the advisor provides client reviews, directly with the client. Advisors are responsible for all levels of client service including but not limited to; establishing accounts, discussing Investment Policy Statements with clients, implementing those policies, investing and re-balancing accounts to client Policy and AlphaMark's approved investments. Account reviews are done at a minimum on a quarterly basis, or more frequently if market changes require re-balancing of individual or sector weights. Clients receive monthly statements and confirmations of transactions from their custodian and we provide quarterly reports summarizing account performance, balances and holdings.

AlphaMark Fund Portfolio Management. AlphaMark continually reviews and monitors the fund holdings to ensure it is seeking the investment objectives as detailed in the Prospectus. Clients should refer to the Prospectus for information regarding regular reports to the fund by AlphaMark.

Other Portfolio Management. Clients where we act as the Sub-Advisor are provided client statements from their Advisor. Where we act as the dual contract manager or manager of a model program, information and reporting is provided by the sponsoring brokerage firm.

Item 14 Client Referrals and Other Compensation

AlphaMark may engage solicitors to refer potential clients to our firm. Any clients referred through a solicitor will receive separate documentation detailing the agreement between AlphaMark and the solicitor.

We receive an economic benefit from our relationship with Schwab and TD. This takes the form of the support products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices.) Our ability to use Schwab/TD's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Schwab Advisor Network Referral fees. AlphaMark participated in a Schwab client referral program called the Schwab Advisor Network ("the Service") until 2006. The Service was designed to help investors find an independent advisor. As outlined in Item 12 Broker Practices, Schwab is a broker-dealer independent of and not affiliated with AlphaMark. We paid Schwab fees to receive client referrals through the Service. Although we have not been a part of the program since 2006, for those accounts we received as a part of the Service, the process could encourage a conflict of interest, since we are required to compensate Schwab a set fee for any assets we continue to manage that leave Schwab's custody. Please contact AlphaMark if you would like more detailed information on this referral program.

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Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm usually directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement. In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts.

For AlphaMark client accounts maintained at Schwab or TD; Schwab/TD generally does not charge separately for custody but Schwab/TD is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab/TD or that settle into Schwab/TD accounts. See Item 12 Brokerage Practices for additional information regarding brokerage and custody.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client; determine the security to buy or sell; and/or determine the amount of the security to buy or sell and where to trade for best execution.

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

Proxy Voting for Advisory Accounts. We do not direct how the proxies beneficially owned by the client are voted. We instruct the client's custodian to send all proxy and shareholder communication directly to the client. If the Investment Account is for a pension or other employee benefit plan governed by ERISA, the client directs us not to vote proxies for securities held in the account since the right to vote the proxies is expressly reserved to the plan's trustees.

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Proxy Voting for AlphaMark Small Cap Growth and Large Cap Growth Mutual Funds. The Board of Trustees of the Trust defers and relies on AlphaMark to make decisions on and vote each Fund's proxies. The Proxy Voting Policies and Procedures are available upon request through the Trust's toll-free number 866-420-3350 and are available on the Commission's website at <http://sec.gov>.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

AlphaMark has not been the subject of a bankruptcy petition at any time during the past ten years.