



Wagner Wealth Management
210 University Boulevard, Suite 400
Denver, CO 80206
(303)394-9600
www.wagnerwealth.com

Firm Brochure and Form ADV Part 2A
Revised March 2012

This brochure provides information about the qualifications and business practices of Wagner Wealth Management. If you have any questions about the contents of this brochure, please contact us at 303-394-9600 or information@wagnerwealth.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 Wagner Wealth Management (CRD # 109937) also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes (Item 2)

Material Changes since the Last Update

Since the previous release of our brochure dated July 2011, ADV Part 2B Brochure Supplements have been prepared for Gary Wagner, Irwin Wagner, Bradley Noland and Terri Propp.

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Advisory Business (Item 4)

Wagner Wealth Management ("WWM") provides investment advisory services and financial planning. Financial planning includes advice on tax, estate, college and insurance planning. Investment advisory services includes asset allocation recommendations and advice regarding exchange listed securities, foreign issuers, certificates of deposit, index funds, insurance contracts and mutual fund shares. We also advise qualified clients regarding private placement offerings. Advice and recommendations are tailored to the individual needs of our clients. Clients may impose restrictions on investing in certain securities.

The company has been in business since January 1996 and is privately owned. Gary Wagner is the principal owner of the company. As of December 31, 2011, WWM managed \$304,000,000. All assets managed are on a discretionary basis.

Fees and Compensation (Item 5)

WWM collects fees for advisory services by charging clients a percentage of assets under management as follows:

Account	Rate Applied
The First \$1,000,000	1%
Assets from \$1,000,001 - \$2,000,000	0.85%
Assets from \$2,000,001 - \$5,000,000	0.75%
Assets Above \$5,000,001	0.50%

Financial Planning is included in the asset management fee. For clients who don't pay an asset management fee, we bill for our time on an hourly basis or via a quarterly retainer. Hourly charges are \$175-\$250 per hour for professional time. Fees are negotiable.

All asset management fees are payable in advance and deducted directly from client's accounts unless otherwise specified. In addition to paying WWM's fee, client's assets will be subject to fees and costs charged by mutual funds, separate account managers, private placement sponsors and custodians.

If a client relationship is terminated, fees will be refunded immediately to the client on a pro rata basis. Fees are calculated on a calendar quarterly basis and will be calculated based on the portfolio valuation the last market day of the month prior to the beginning of each calendar quarter. Quarters will begin on the first day of January, April, July, and October. The management fee for additional deposits to an existing portfolio will be based on the number of calendar days the assets are under the management during the applicable quarter.

The Investment Advisory Agreement may be terminated by either us or you by submitting written notice. If we receive notice of termination within five (5) business days of the signing of the Investment Advisory Agreement, services will be terminated without penalty (*i.e.*, no fees are due). After the initial five (5) business days, fees will be due, based on the number of days of services provided prior to receipt of such notice. Termination of services will not affect the liabilities or obligations of the parties arising out of transactions initiated prior to

termination. All written notices of termination under the Investment Advisory Agreement shall be delivered by hand, first class mail, e-mail, facsimile transmission, or by certified mail to the addresses set forth in the Investment Advisory Agreement.

Clients may purchase investment products through other brokers or agents that are not affiliated with WWM.

Performance-Based Fees and Side-by-Side Management (Item 6)

We do not charge performance-based fees, which are fees based on a share of capital gains on or capital appreciation of client assets.

Types of Clients (Item 7)

WWM provides services to individuals, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. Our minimum account size is \$1,000,000.

Method of Analysis, Investment Strategies and Risk of Loss (Item 8)

Our analysis of investments is fundamental. We rely on research materials from research firms to conduct our analysis. Our investment strategy is generally to purchase investments for the long term based on an asset allocation appropriate for the client. We also conduct option trading for certain clients with experience in option trading. Other asset classes considered include exchange listed securities, foreign issuers, certificates of deposit, index funds, insurance contracts and mutual fund shares. We also advise qualified clients regarding private placement offerings. Investments in any security are not suitable for all investors and may involve a high degree of risk, including loss of investment.

Disciplinary Information (Item 9)

Investment advisors are required to disclose legal or disciplinary events material to a client's evaluation. Neither WWM nor any supervised person has been involved in any activities resulting in any legal or disciplinary events.

Other Financial Industry Activities and Affiliations (Item 10)

WWM has no other business activities other than those described above. WWM has a brokerage agreement with Charles Schwab and Co. ("Schwab") that allows WWM to take a limited power of attorney to exercise discretion on client accounts at Schwab. Pursuant to the agreement, fees owed to Schwab by clients are paid directly to Schwab. WWM fees are usually paid by deducting the fees directly from Schwab accounts. WWM is not a general partner in any partnership WWM recommends.

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

WWM has adopted a Code of Ethics that sets forth standards of conduct and required compliance with federal securities laws. A copy of our Code of Ethics is available to any client or prospective client upon request.

WWM and its member and employees may buy or sell securities and mutual funds that WWM recommends to clients. WWM and its members and employees may also invest in private investments that WWM recommends to clients. Purchases of securities for WWM and its members and employees are limited to 1% of the total shares outstanding in the security.

WWM will always give clients first priority when purchasing investments.

Brokerage Practices (Item 12)

Client accounts are generally opened at Schwab. We selected Schwab because the commissions are competitive with other full service brokers and because Schwab provides excellent client service. WWM does not have the authority to select a broker without client consent.

WWM receives economic benefit from Schwab in the form of discounts for services Schwab provides to WWM. Schwab provides services to WWM with respect to WWM's portfolio management software and WWM's client relationship software. WWM's receipt of these discounts is not a factor in determining whether Schwab is selected as the broker for clients.

Review of Accounts (Item 13)

Written performance reports will be provided to clients quarterly. Each account is reviewed by an advisor on a quarterly basis. Other factors that trigger a review of an account are a client meeting, client request, deposit of cash, or a performance review of a position held in an account.

Client Referrals and Other Compensation (Item 14)

WWM receives client referrals from Schwab through WWM's participation in Schwab Advisor Network[®] ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with WWM. Schwab does not supervise WWM and has no responsibility for WWM's management of clients' portfolios or WWM's other advice or services. WWM pays Schwab fees to receive client referrals through the Service. WWM's participation in the Service may raise potential conflicts of interest described below.

WWM pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by WWM is a percentage of the value of the assets in the client's account. WWM pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to WWM quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by WWM and not by the client. WWM has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs WWM charges clients with similar portfolios who were not referred through the Service.

WWM generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, WWM will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of WWM's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, WWM will have incentives to encourage household members of

clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit WWM's fees directly from the accounts.

For accounts of WWM's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from WWM's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, WWM may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. WWM nevertheless, acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for WWM's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers. WWM receives no compensation from any entity other than Schwab for a client referral.

Custody (Item 15)

We do not have custody of client assets except to the extent that clients may authorize us to debit fees directly from their accounts. In that case, the client must provide written authorization permitting the custodian to debit our fees from the client's account. The custodian will send quarterly statements to clients. Each time a fee is directly deducted from a client's account, we will concurrently (i) send an invoice to the custodian specifying the amount of the fee and (ii) send an invoice to the client specifying and itemizing the fee, including the formula used to calculate the fee, the amount of assets under management upon which the fee is based, and the time period covered by the fee. Clients are urged to compare the custodian's statements and our invoices. If any inconsistencies are found, clients should contact us immediately.

Investment Discretion (Item 16)

WWM has authority to determine, without client consent, securities or mutual funds to be bought or sold and the commission rates to be paid to the broker. WWM obtains consent from all clients regarding asset allocation prior to purchasing investments for clients. Certain investments require additional written client consent, including private limited partnerships and separately managed accounts.

Voting Client Securities (Item 17)

Clients may select when opening a Schwab account, whether the client or WWM will vote proxies for the client's securities. If the client chooses to have WWM vote the proxies, WWM will do so in the client's best interest, without regard to WWM's interest. Clients may obtain information on how their proxies were voted by making an oral or written request to WWM. A copy of WWM's proxy voting policies and procedures is available upon request.

Financial Information (Item 18)

WWM does not have custody of client funds and does not require prepayment of more than \$500 in fees six or more months in advance. Per applicable rules, WWM does not attach a balance sheet to this form.

Gary Wagner
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ADV Part 2B Firm Brochure Supplement
Revised March 2012

This brochure supplement provides information about Gary Wagner that supplements the Wagner Wealth Management brochure. You should have received a copy of that brochure. Please contact Julie Goodrum if you did not receive Wagner Wealth Management's brochure or if you have any questions about the contents of this supplement.

Additional information about Gary Wagner (CRD #4504617) is available on the SEC's website at www.adviserinfo.sec.gov.

Gary Wagner (born 1964)

Gary Wagner joined Wagner Wealth Management as a Principal in 2002 and is the firm's Chief Executive Officer.

Educational Background and Business Experience (Item 2)

Prior to joining Wagner Wealth Management, Gary was a partner at Parcel, Mauro, Hultin & Spaanstra, P.C. and Associate General Counsel with Qwest Communications. At Qwest he was responsible for the company's litigation, intellectual property, tax and bankruptcy practices.

Gary received his bachelor degree in finance from The Wharton School of the University of Pennsylvania and his law degree from Duke University.

Disciplinary Information (Item 3)

Mr. Wagner does not have any disciplinary information to disclose. He has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked.

Other Business Activities (Item 4)

Mr. Wagner is not actively engaged in other business activities.

Additional Compensation (Item 5)

None.

Supervision (Item 6)

Gary Wagner is supervised by Julie Goodrum, Chief Compliance Officer. She may be contacted by calling (303) 394-9600.

Irwin Wagner
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This brochure supplement provides information about Irwin Wagner that supplements the Wagner Wealth Management brochure. You should have received a copy of that brochure. Please contact Julie Goodrum if you did not receive Wagner Wealth Management's brochure or if you have any questions about the contents of this supplement.

Additional information about Irwin Wagner (CRD #4453890) is available on the SEC's website at www.adviserinfo.sec.gov.

Irwin Wagner (born 1937)

Irwin Wagner founded Wagner Wealth Management in 1996 and is the firm's Chief Financial Officer.

Educational Background and Business Experience (Item 2)

Prior to starting the firm in 1996, Irwin spent 27 years with Arthur Andersen. As Managing Partner of the Tax Department in Denver, CO, he was recognized as a leading expert in oil & gas and real estate taxation. He finished his career as the Director of Tax Methodology for Arthur Andersen worldwide at the corporate headquarters in Chicago, IL.

Irwin received a Bachelor of Business Administration from the University of Michigan and is a Certified Public Accountant (CPA). He is active in the Colorado Society of CPAs as well as a past Board member and an active member of the American Institute of CPAs.

The Certified Public Accountant (CPA) designation is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA.

Disciplinary Information (Item 3)

Mr. Wagner does not have any disciplinary information to disclose. He has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked.

Other Business Activities (Item 4)

Mr. Wagner is not actively engaged in other business activities.

Additional Compensation (Item 5)

None.

Supervision (Item 6)

Irwin Wagner is supervised by Gary Wagner, Principal. He may be contacted by calling (303) 394-9600.

Bradley Noland
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This brochure supplement provides information about Bradley Noland that supplements the Wagner Wealth Management brochure. You should have received a copy of that brochure. Please contact Julie Goodrum if you did not receive Wagner Wealth Management's brochure or if you have any questions about the contents of this supplement.

Additional information about Bradley Noland (CRD #5106472) is available on the SEC's website at www.adviserinfo.sec.gov.

Bradley Noland (born 1963)

Brad Noland joined Wagner Wealth Management in 2003. He is a Principal and responsible for client portfolio management, firm trading and is a member of the firm's investment committee.

Educational Background and Business Experience (Item 2)

Brad brings extensive human resource, retirement plan and benefit plan experience. Prior to joining Wagner Wealth Management, Brad spent ten years as the Human Resource Manager for a large Denver based law firm and three years as the Corporate Human Resource Manager for a fortune 500 company.

Brad received his B.S. in Business Administration from Metropolitan State University in 1989 and is a Certified Financial Planner.

The Certified Financial Planner (CFP®) designates individuals who have met CFP Board's education, examination and experience requirements, have agreed to adhere to high standards of ethical conduct and who complete CFP Board's ongoing certification requirements. All CFP® Certificants agree to abide by CFP Board's *Code of Ethics and Professional Responsibility* and *Financial Planning Practice Standards*, and have voluntarily submitted to the regulatory authority of CFP Board, which can suspend or permanently revoke an individual's CFP® certification if findings of unethical conduct are made.

Disciplinary Information (Item 3)

Mr. Noland does not have any disciplinary information to disclose. He has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign

financial regulatory authority; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked.

Other Business Activities (Item 4)

Mr. Noland is not actively engaged in other business activities.

Additional Compensation (Item 5)

None.

Supervision (Item 6)

Gary Wagner, Principal, provides supervisory oversight of all functions performed by Mr. Noland and may be contacted by calling (303) 394-9600.

Amy Boyd
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This brochure supplement provides information about Amy Boyd that supplements the Wagner Wealth Management brochure. You should have received a copy of that brochure. Please contact Gary Wagner if you did not receive Wagner Wealth Management's brochure or if you have any questions about the contents of this supplement.

Additional information about Amy Boyd (CRD #2978511) is available on the SEC's website at www.adviserinfo.sec.gov.

Amy Boyd (born 1968)

Amy Boyd joined Wagner Wealth Management in 2011 and is responsible for the firm's investment and economic research, as well as client portfolio management.

Educational Background and Business Experience (Item 2)

Ms. Boyd has worked for the past 10 years in both asset management and wealth management roles. Since 2009, Amy has worked as a financial consultant with MHN Government Services providing personal financial consulting to US military and their families as part of the Department of Defense financial readiness program. She continues to participate in this program in her free time. No conflicts of interest are presented to Wagner Wealth Management or their clients as a result of her involvement with this program. From 2003-2009, Amy was a portfolio manager and equity analyst at First Western Trust Bank, a private bank and wealth management firm. From 2000-2003, she worked as an equity research analyst with Berger Funds focusing on publicly traded companies within the Healthcare sector. She began her career as a Denver-based Commodity Trading Advisor where she was responsible for trading European and Asian equity and bond market indices for a long-short global futures portfolio.

Amy has an MBA from the University of Colorado at Denver and a BA in English from the University of Texas at Austin. She has also earned the Chartered Financial Analyst (CFA) and Certified Financial Planner (CFP®) designations.

The Chartered Financial Analyst (CFA) Program is a globally recognized standard for measuring the competence and integrity of financial analysts. CFA Certificants have passed a series of three exams administered by the CFA Institute that requires a comprehensive understanding of accounting, economics, securities analysis and portfolio management, as well as successful demonstration and high level of proficiency in the valuation and analysis of both equity and

fixed-income securities. Individuals must also have a bachelor's degree, at least three years of investment related experience and meet certain standards of professional conduct.

The Certified Financial Planner (CFP®) designates individuals who have met CFP Board's education, examination and experience requirements, have agreed to adhere to high standards of ethical conduct and who complete CFP Board's ongoing certification requirements. All CFP® Certificants agree to abide by CFP Board's *Code of Ethics and Professional Responsibility* and *Financial Planning Practice Standards*, and have voluntarily submitted to the regulatory authority of CFP Board, which can suspend or permanently revoke an individual's CFP® certification if findings of unethical conduct are made.

Disciplinary Information (Item 3)

Ms. Boyd does not have any disciplinary information to disclose. She has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked.

Other Business Activities (Item 4)

Other than as discussed above in Education Background and Business Experience, Ms. Boyd is not actively engaged in other business activities.

Additional Compensation (Item 5)

None.

Supervision (Item 6)

Gary Wagner, Principal, provides supervisory oversight of all functions performed by Ms. Boyd and may be contacted by calling (303) 394-9600.

Terri Propp

Wagner Wealth Management

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ADV Part 2B Firm Brochure Supplement

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This brochure supplement provides information about Terri Propp that supplements the Wagner Wealth Management brochure. You should have received a copy of that brochure. Please contact Gary Wagner if you did not receive Wagner Wealth Management's brochure or if you have any questions about the contents of this supplement.

Additional information about Terri Propp (CRD #4819626) is available on the SEC's website at www.adviserinfo.sec.gov.

Terri Propp (born 1974)

Terri Propp joined Wagner Wealth Management in 2009. As an Advisor, she is responsible for client financial planning, portfolio and relationship management.

Educational Background and Business Experience (Item 2)

Ms. Propp has worked for the past nine years coordinating financial planning and investment management projects for clients. Prior to joining Wagner Wealth Management, Terri spent six years with Wealth Legacy Institute providing wealth management services.

Terri has a degree in Finance from Metropolitan State University.

Disciplinary Information (Item 3)

Ms. Propp does not have any disciplinary information to disclose. She has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked.

Other Business Activities (Item 4)

Ms. Propp is not actively engaged in other business activities.

Additional Compensation (Item 5)

None

Supervision (Item 6)

Gary Wagner, Principal, provides supervisory oversight of all functions performed by Ms. Propp and may be contacted by calling (303) 394-9600.