

FORM ADV Uniform Application for Investment Adviser Registration
Part 2A: Investment Adviser Brochure and Brochure Supplements
Item 1: Cover Page

VIMA, LLC

901 Wilshire Dr. Suite #530
Troy, MI 48084
(248) 526-6700

Firm CRD#: 148833

Date: April 2012

This brochure provides information about the qualifications and business practices of VIMA, LLC. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.

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. Please note, where this brochure may use the terms “registered investment adviser” and/or “registered”, registration itself does not imply a certain level of skill or training.

Additional information about the firm is also available on the SEC’s website at www.adviserinfo.sec.gov

Item 2: Material Changes

In March 2012, the disclosure brochure was updated pursuant to our annual update filing and in March 2012 the reported amount of the firm's assets under management was revised. Please refer to Item 4 – Investment Advisory Business.

This item provides readers with a summary of specific material changes made to the disclosure brochure since our last annual update of the disclosure brochure.

In April 2012, updates were made pursuant to the Dodd–Frank Wall Street Reform and Consumer Protection Act, which requires midsize investment advisory firms (firms with Assets Under Management between \$25 Million and \$99 Million) to change their primary regulatory authority from the United States Securities and Exchange Commission to the individual states in which they do business. Due to this regulatory change, VIMA is filing for registration with the state jurisdictions of Michigan and Florida. The substantive changes for our Disclosure Brochure related to this transition from SEC to state-registered include adding Item 19 to the 2A Disclosure Brochure portion of this document. Also, the 2B Brochure Supplements that are included at the end of this document have been updated to include Item 7 – Requirements for State Registered Advisers. Item 19 of the 2A Disclosure Brochure and Item 7 of the 2B Brochure Supplement are both items that provide disclosure information that is required only for state registered investment advisers.

Questions regarding the new brochure and/or the information contained herein may be directed to the firm and its representatives.

Additional information about VIMA and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov.

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Item 4: Investment Advisory Business

Established in 2009 by Michael Mazzola and Michael Vissotski, VIMA, LLC ("VIMA") provides investment advisory services to clients on a discretionary and non-discretionary basis. Clients are predominately individuals and retirement plans. VIMA also provides financial planning and consulting services (in part to document the implementation of our investment management strategy). The strategy is then implemented in conjunction with the client's investment goals and objectives, level of risk tolerance, liquidity needs, tax and/or legal implications and other concerns where applicable.

The firm customizes client portfolios and invests in publicly traded equity and fixed income securities, mutual funds, ETFs, and may utilize various covered call writing strategies. These services are provided pursuant to one or more written advisory agreements setting forth the terms and conditions of these services.

As of 12/31/2011, VIMA has a total of approximately \$58 million under management. Of this total asset amount, \$55 million is considered discretionary assets and approximately \$3 million is managed non-discretionary.

Item 5: Fees and Compensation

The firm charges a management fee ranging between 0.1% and 2.5% of total assets under management on an annualized basis. The fee structure is expressed on an annualized basis and is collected quarterly, in advance. Fees are directly debited from client accounts by the qualified third party custodian as authorized in a Client's written agreement with VIMA.

VIMA's annual investment advisory fee shall include both investment management services and financial planning and consulting services. The firm considers these services complimentary to providing appropriate investment management services.

Where clients may incur additional expense from brokerage-based activities, clients should be aware that all custodial and transaction fees remain separate and distinct from those fees charged by the firm for its asset management (and the included financial planning / consulting) services.

All fees paid to VIMA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders (our clients). 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.

Accordingly, clients should review both the fees charged by the mutual funds and the advisory fees charged by the firm to fully appreciate the total amount of fees to be paid by the client.

VIMA and clients may terminate the advisory agreement, in whole or in part, at any time. Upon termination, fees paid in advance will be prorated to the date of termination and any excess shall be refunded to the client.

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

As the firm's advisory services do not incorporate performance fees or the offering of any additional investment services, side-by-side management does not apply to those services rendered by VIMA.

Item 7: Types of Clients

The firm provides investment advisory services predominately to individuals and pension and profit sharing plans. VIMA does not require clients to maintain a minimum account size for investment management clients. Any advisory agreement with VIMA is non-transferable without the client's written approval.

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

VIMA's primary asset management strategy utilizes a top down approach for each investment sector, filtering securities by various ratio criteria. The securities selected are designed to reduce risk and increase performance. In order to accomplish this objective, the firm primarily invests in exchange-listed securities, CD's, mutual fund shares and employs a covered call option writing strategy over the long term.

Although the intent of the options-related transactions that may be implemented by the firm is to produce current income and and/or to hedge against principal risk, certain of the options-related strategies may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct the VIMA, in writing, not to employ any or all such strategies

Additionally, the firm may recommend employing cash positions as a possible hedge against market movement, where such movements may adversely affect the portfolio. VIMA may also recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.

In some instances, clients may authorize the use of margin in their account, typically for liquidity purposes. As a result, clients assume the additional principal risks associated with the use of margin. Clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to VIMA. The decision to employ margin in a client account is left totally to the discretion of client. In addition, a Client will incur additional

portfolio costs related to Margin (an interest fee payable to your broker / custodian as margin is “borrowing” cash from the broker based on your portfolio value).

Risk of Loss: Investing in securities involves a certain amount of risk of loss that clients should be prepared to bear. Where short term trading methods are employed, the cost of more frequent trades can often incur more expense than that of a more conservative or long term purchase approach. Questions regarding these risks and/or increased costs may be directed to the firm and its representatives.

Item 9: Disciplinary Information

Please note, neither the firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

Item 10: Other Financial Industry Activities and Affiliations

Investment adviser representatives serve as separately licensed insurance agents and, as such, are involved with the sale and servicing of fixed annuities on behalf of various insurance providers. If a client elects to purchase insurance products through individuals associated with VIMA, said individuals will be compensated by the provider on a commission basis.

Note: Although VIMA provides financial planning and consulting services to all portfolio management Clients (for no additional fee) if a Client purchases a fixed annuity through VIMA and our Investment Adviser Representatives as insurance agents or brokers, the additional compensation is not used to off-set the advisory fees (see Item 4, above) that you pay to VIMA.

The firm maintains a fiduciary obligation to place its clients' interests first. However, clients should be aware that the receipt of additional compensation itself can create a conflict of interest, and may affect the judgment of this individual when making investment recommendations. In order to properly handle such potential conflicts of interest, the firm has adopted a Code of Ethics. Please see Item 11 (below) for further discussion related to the firm's Code of Ethics.

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

VIMA and/or its representatives may purchase or sell investments for their personal accounts that they have similarly recommended to clients. VIMA has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth the firm's practice of supervising the personal securities transactions of employees who maintain access to client information.

The Code also addresses:

- Prohibitions on insider trading
- Restrictions on the receipt or provision of gifts, entertainment or gratuities
- Restrictions on political contributions (play-to-play)
- And addresses the sanctions that VIMA imposes on those who violate our Code

The firm collects and maintains records of securities holdings and transactions made by employees. The firm reviews the personal trading practices of its employees to identify and resolve any potential or realized conflicts of interest. A copy of VIMA's Code of Ethics is available upon request.

Item 12: Brokerage Practices

The firm will recommend to clients that investment management accounts be maintained at Pershing, LLC ("Pershing"). As a condition of receiving the firm's services, Clients must independently evaluate Pershing to ensure Pershing meets the Client's needs. The firm requires Clients to then "Direct" VIMA to use Pershing for all Client Account security transactions (see below).

Factors that the VIMA considers in recommending Pershing (or any other broker-dealer/custodian to clients) include, but are not limited to the following:

- historical relationship with the firm,
- financial strength,
- reputation,
- execution capabilities,
- pricing,
- research, and
- service.

The transaction charge paid by clients, VIMA believes are reasonable in light of the services provided to VIMA's client's fiduciary duty to obtain best execution.

As the firm requires Clients to direct VIMA to use Pershing as the broker for trades, a Client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction if we did not require Clients to direct the firm to use Pershing (the broker / custodian we recommend).

The firm does not allow clients to direct or select an alternative broker-dealer. Having all client accounts at one broker-dealer allows VIMA to improve trade execution by having the ability to bunch or aggregate trades, negotiate commissions (when able to do so, however Pershing typically charges all Clients the same commission costs). , obtain volume discounts and therefore meeting our obligations to achieve best execution. This may not be as favorable as might otherwise be obtained at another broker-dealer if we had the discretionary authority to select brokers and negotiate commissions on a transaction-by-transaction basis.

Clients and the firm may receive from Pershing without cost (and/or at a discount) support services and/or products which assist the VIMA to better monitor and service

client accounts maintained at Pershing. Included within the support services may be investment-related research, pricing information and market data, financial planning software and other technology.

There is no corresponding commitment made by the firm to Pershing or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

In addition, the firm does not receive any research, products, client referrals, or other services from a broker-dealer or third party in connection with client-based securities transactions (i.e. no soft dollars), including Pershing.

Item 13: Review of Accounts

Accounts will be monitored on an on-going basis by Michael Mazzola and Michael Vissotski. Accounts may be reviewed more frequently as necessary to respond to significant changes in client circumstances or changes in market conditions. Triggering factors to warrant more in depth review could include the following;

- Awareness of a change in client's investment objective
- change in market conditions
- change in client's employment status
- re-balancing of assets to maintain proper asset allocation
- other activity discovered as the account is normally reviewed.

Clients receive written brokerage or custodial statements each month from Pershing and are encouraged to notify the firm of changes to personal finances, especially those changes that might adversely affect client's investment plan.

VIMA, itself does not issue reports to any Client; the only reports on your accounts that you receive are from Pershing your independent, third party qualified custodian.

Item 14: Client Referrals and Other Compensation

VIMA does not compensate, either directly or indirectly, another person or an entity for client referrals.

Item 15: Custody

Other than the client authorized direct deductions of fees from accounts, VIMA does not maintain or accept actual custody* or possession of client funds or securities. The firm, in several instances does have knowledge of client's user ID and passwords which allows them to affect trades on their behalf in their account.

These accounts will be subject to an annual surprise audit by an appropriately designated Certified Public Accountant with the results of such examination filed with the Securities and Exchange Commission (as required by Rule).

When fees are deducted from a client's account, VIMA is responsible for calculating the fee and delivering instructions to the custodian. At the same time that VIMA instructs the custodian to deduct fees from the client's account, VIMA will send the client an invoice itemizing the fee. Itemization will include the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

*Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them.

Item 16: Investment Discretion

VIMA typically maintains discretionary authority over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from clients.

However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the firm.

The firm does maintain several non-discretionary accounts where Clients must provide prior consent to the transaction (via telephone call, email or other communication methodology). Please understand that if non-discretionary Clients are not available during market hours, VIMA cannot place transactions for a Client's account.

As stated above (Item 12) all transactions are placed at Pershing subject to your written instructions.

Item 17: Voting Client Securities

VIMA does not maintain any voting or proxy rights with respect to corporate actions related to such assets. The client will vote their own proxies, which they will receive directly from Pershing (the respective custodian / broker-dealer).

Item 18: Financial Information

Investment advisers are required to disclose certain and financial information about their business practices that might serve as material to the client's decision in choosing an investment adviser.

As of the date of this filing, VIMA does not require the pre-payment of any fees or maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients.

Item 19: Requirements for State-Registered Advisers

Executive Officer and Management Personnel

Michael Mazzola is the Managing Member and Chief Compliance Officer of VIMA and Michael Vissotski is a Member/Co-Owner of VIMA.

Michael Mazzola, Managing Member & Chief Compliance Officer

Education:

- Michigan State, B.S. Finance, 2001

Business Background

- 2009 to present, VIMA, LLC, Managing Member
- 2003 -2009, UBS Financial Services, Inc., Financial Adviser
- 2001-2003, Morgan Stanley Dean Witter, Financial Adviser

Michael Vissotski, Member/Co-Owner

Education:

- Macomb College, Liberal Arts
- Wayne State University, Engineering

Business Background

- 2009 to present, VIMA, LLC, Managing Member
- 2003-2009, UBS Financial Services, Inc., Financial Adviser
- 1996-2003, Morgan Stanley Dean Witter, Financial Adviser

Other Business Activities

See Item 10 – Other Financial Industry Activities and Affiliations.

No Performance Based Fees

As previously disclosed in Item 6, VIMA does not charge or accept performance-based fees.

No Arbitrations

Neither VIMA nor any of its associated persons have been the subject of any client arbitrations or similar legal disputes.

FORM ADV Uniform Application for Investment Adviser Registration

Part 2B: Brochure Supplements
Investment Adviser Representatives and/or Supervised Persons: Supplemental information
Item 1: Cover Page

Michael Mazzola
Michael Vissotski
Michel Tenaglia

901 Wilshire Dr. Suite #530
Troy, MI 48084
(248) 526-6700

SEC File # 801-69859

Firm CRD#: 148833

Date: April 2012

This brochure provides information about the qualifications and business practices on the following individual as a representative of VIMA, LLC. This information is provided as a supplement to the Form ADV Part 2A which has been provided for your review. Should you have any questions about this supplement, or if you have not received the Form ADV Part 2A please contact the firm immediately.

The information in this brochure supplement has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Please note, where this brochure supplement may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.

Additional information about the firm and this representative is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Education and Background and Business Experience

Individual Full Name, Title or Designation: Michael Mazzola

Year Born: 1977

Education:

- Michigan State, B.S. Finance, 2001

Business Background

- 2009 to present, VIMA, LLC, Managing Member
- 2003 -2009, UBS Financial Services, Inc., Financial Adviser
- 2001-2003, Morgan Stanley Dean Witter, Financial Adviser

Item 3: Disciplinary Information

Mr. Mazzola does not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Item 4 and 5: Other Business Activities and Additional Compensation

Mr. Mazzola is also a licensed insurance agent, and in such capacities, may recommend the purchase of certain insurance-related products on a commission basis.

Item 6: Supervision

Michael Mazzola remains responsible for the supervision of each employee of the firm. This supervision extends to reviewing their business practices and monitoring the advice given to clients. Questions related to the activities of any employee may be directed to Mr. Mazzola at the phone number listed on the cover of this brochure supplement.

Item 7: Requirements for State-Registered Advisers

Michael Mazzola has not been involved in an arbitration award and has not been found liable in an arbitration claim alleging damages in excess of \$2,500. Mr. Mazzola has not been involved in any award or found liable in any civil, self-regulatory organization, or administrative proceeding. Mr. Mazzola has not been the subject of a bankruptcy petition.

Item 2: Education and Background and Business Experience

Individual Full Name, Title or Designation: Michael Vissotski

Year Born: 1969

Education:

- Macomb College, Liberal Arts
- Wayne State University, Engineering

Business Background

- 2009 to present, VIMA, LLC, Managing Member
- 2003-2009, UBS Financial Services, Inc., Financial Adviser
- 1996-2003, Morgan Stanley Dean Witter, Financial Adviser

Item 3: Disciplinary Information

Michael Vissotski does not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Item 4 and 5: Other Business Activities and Additional Compensation

Mr. Vissotski is also a licensed insurance agent, and in such capacities, may recommend the purchase of certain insurance-related products on a commission basis.

Item 6: Supervision

Michael Mazzola remains responsible for the supervision of each employee of the firm. This supervision extends to reviewing their business practices and monitoring the advice given to clients. Questions related to the activities of any employee may be directed to Mr. Mazzola at the phone number listed on the cover of this brochure supplement.

Item 7: Requirements for State-Registered Advisers

Michael Vissotski has not been involved in an arbitration award and has not been found liable in an arbitration claim alleging damages in excess of \$2,500. Mr. Vissotski has not been involved in any award or found liable in any civil, self-regulatory organization, or administrative proceeding. Mr. Vissotski has not been the subject of a bankruptcy petition.

Item 2: Education and Background and Business Experience

Individual Full Name, Title or Designation: Michel S. Tenaglia

Year Born: 1967

Education:

- Michigan State, B.A. Financial Administration, 1991

Business Background

- 2011 to present, VIMA, LLC
- 2009-2011, America Group RSC, Financial Adviser
- 2001-2009, Morgan Stanley Dean Witter, Financial Adviser
- 1994-2001 Oakwood & companies, Financial Officer
- 1991-1994 Tenaglia Construction, Carpenter

Item 3: Disciplinary Information

Michel Tenaglia does not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Item 4 and 5: Other Business Activities and Additional Compensation

Mr. Tenaglia is also a licensed insurance agent, and in such capacities, may recommend the purchase of certain insurance-related products on a commission basis.

Item 6: Supervision

Michael Mazzola remains responsible for the supervision of each employee of the firm. This supervision extends to reviewing their business practices and monitoring the advice given to clients. Questions related to the activities of any employee may be directed to Mr. Mazzola at the phone number listed on the cover of this brochure supplement.

Item 7: Requirements for State-Registered Advisers

Michel Tenaglia has not been involved in an arbitration award and has not been found liable in an arbitration claim alleging damages in excess of \$2,500. Mr. Tenaglia has not been involved in any award or found liable in any civil, self-regulatory organization, or administrative proceeding. Mr. Tenaglia has not been the subject of a bankruptcy petition.