

Item # 1 – Cover Page

SEC FORM ADV

PART 2A

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This brochure provides information about the qualifications and business practices of Wealthview Capital, LLC, a Registered Investment Advisory firm. 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. Registration as a registered investment advisory firm does not imply a certain level of skill or training.

If you have any questions about the contents of this brochure please contact Samuel J. Taylor at 601-981-4040 or staylor@wealthviewcapital.com. Additional information about Wealthview Capital, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item # 2 – Material Changes

There were no material changes since our last ADV amendment dated 03/12/2012.

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Item # 4 – Advisory Business

Wealthview Capital, LLC (“Wealthview” or “Advisor” or “Firm”) is a registered investment advisory (RIA) firm located in Jackson, MS. It was founded by Samuel J. Taylor, its principal owner, in May, 2009. The firm has no subsidiaries or other offices.

Wealthview’s principal service is providing fee-based investment advisory services to individuals, corporations, trusts and foundations throughout the United States. The Advisor offers customized management of investment portfolios, on a discretionary basis, according to the client’s unique goals and objectives. The Firm’s primary approach is to use both strategic and tactical asset allocation strategies aimed at reducing risk and increasing performance. Wealthview utilizes exchange listed securities, over-the-counter securities, corporate debt securities, CDs, municipal securities, mutual funds, annuities, United States government securities and options to accomplish this objective. The Advisor seeks to minimize active management risk (also known as tracking error) which is the risk that a portfolio’s return will greatly deviate from its respective benchmark return in any given period. The Firm may seek to sell 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 a client’s risk tolerance, or any risk deemed unacceptable for a client’s risk tolerance.

Under certain circumstances clients may impose conditions or restrictions on the type of securities to be included or excluded; however, the Advisor may refuse to accept an account engagement if the prospective client imposes such conditions or restrictions.

Wealthview will provide investment advisory services and portfolio management services and will not provide securities custodial services or other administrative services. At no time will Wealthview Capital, LLC accept or maintain custody of client funds or securities. Since Wealthview does not accept custody of client assets, the client is required to establish an account with a qualified broker/dealer and custodian. The Firm utilizes Pershing, LLC (Pershing) and its affiliate Pershing Advisor Solutions (PAS) as its primary custodian and broker-dealer, respectively. Both firms are subsidiaries of the Bank of New York-Mellon (BNY). The Advisor will assist clients in establishing a managed account with PAS, and Pershing will maintain custody of client funds and securities. Neither Wealthview nor its representatives act as custodian and do not have access to client funds and securities except to have the Firm’s advisory fees deducted from client accounts by the custodian with client’s prior written authorization and then paid to Wealthview Capital, LLC.

In addition to investment advisory services, Wealthview offers a goals-based interactive planning service to assist clients to more clearly define their goals and investment objectives and to develop a plan to estimate the resources and strategies which may be needed to fund those goals over time given their current financial resources, savings capabilities, perceived risk tolerance, time horizon and other factors. Clients may elect to not utilize this service which is currently available to all of Wealthview’s non-qualified clients at no additional charge.

Wealthview does not provide or participate in any type of “wrap-fee” program.

As of 03/31/2012, Wealthview provided portfolio management and consulting services to a total of 148 clients of which \$74,621,868 was in discretionary assets and \$8,880,590 was in non-discretionary assets for a total of \$83,502,458 in assets under the Advisor’s supervision.

Item # 5 – Fees and Compensation

For accounts over which it has discretionary authority Wealthview charges an asset-based fee using one of the following fee schedules:

- Non-Qualified Assets:

Assets under \$1 million	1.00% annual rate (0.250% per quarter)
Assets over \$1 million	0.50% annual rate (0.125% per quarter)
- Qualified Retirement Plan Assets (401k/403b):

All assets	0.50% annual rate (0.125% per quarter)
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Wealthview bills its fees quarterly in arrears and in the month following the end of a calendar quarter. The Firm's fees are based on the average daily balance in a client's account for the applicable period. When possible, the Advisor's fees are deducted from the account the Advisor is managing by the client's custodian. In some circumstances, typically with qualified retirement plan accounts, the Firm may be unable to debit the client's plan account for Advisor's fee. In those instances the Advisor bills the client directly and requires either credit card payment or direct-debit from a non-managed account.

There are additional costs associated with managing client portfolios. These costs include transaction fees charged by the clients' custodian and fees charged by the various funds Advisor selects. Please refer to the appropriate fund prospectuses and other disclosure documents for additional information.

As a fee-only advisory firm Wealthview does not charge or accept commissions. Wealthview does not compensate any of its employees for the sale of securities or other investment products.

Advisor believes its fees for advisory services are reasonable with respect to the services provided and the fees charged by other investment advisors offering similar services. However, lower fees for comparable services may be available from other sources.

Item # 6 – Performance-Based Fees

Wealthview does not accept any compensation based on the performance of any account or any security within an account.

Item # 7 – Types of Clients

Wealthview provides services to individuals, corporations, trusts and foundations. The Firm is committed to providing a high level of service and maintaining a select number of clients. Wealthview does not require a minimum account size or annual fee at the present time. However, the Firm can only accept client relationships if it believes that it can create value and be compensated accordingly.

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

Wealthview Capital conducts fundamental research on a wide range of investment securities and/or funds as part of its due-diligence process before considering them for possible inclusion in client portfolios. The Advisor considers prior performance, volatility, correlation to other assets, corporate ratings, third-party research analysis and expenses among other factors.

Wealthview's investment strategy is based on the concepts of avoiding large losses, reducing volatility and minimizing the risk of significant relative under-performance, also known as tracking error or active management risk. The Firm pursues this discipline through a number of initiatives.

First, portfolios are diversified by number and type of securities. For example, for equity exposure, the Advisor blends multiple sectors (large, mid, small companies), regions (domestic and international) and investment styles (growth and value) together into one cohesive portfolio designed to participate in the broad market movements with minimal company-specific risk. Only through adequate diversification can investors participate in long-term wealth creation without the risk of permanent substantial loss.

Second, the Advisor adheres to the *Efficient Market Theory*, which postulates that because of the vast amount of information immediately available, it is virtually impossible to consistently exploit inefficiencies in pricing. This means the Advisor does not buy into the herd mentality leading investors to chase relative performance through high-turnover, expensive and often under diversified investment management strategies. Wealthview believes the markets' returns are sufficient to create wealth over time without taking the additional risk of significant under-performance, tax-inefficiencies, and added costs inherent in many actively managed strategies. The Firm's investment strategy is commonly referred to as *Active Indexing*.

Third, the Firm believes in periodically re-balancing portfolios in-line with the client's *Strategic Asset Allocation* policy. This is done, not to enhance return, but in an attempt to reduce risk.

All investing incurs risk – either from the loss of principal, the loss of purchasing power due to inflation, or both. The advisor may invest in stocks, bonds, options, CDs, commodities and precious metals using exchange-traded funds (ETFs), closed-end mutual funds and/or open-end mutual funds. Additionally, Wealthview may invest in bonds and/or CDs using debt securities of specific issuers. Investing in securities can be volatile and will almost certainly result in a loss at some point in the future as markets and securities prices go up and down constantly. Investors in these securities need to possess the appropriate mental capacity to avoid selling during market downturns.

Wealthview Capital, LLC makes no guarantee that clients will achieve their particular goals, attain an expected rate of return over time, or not lose money.

Item # 9 – Disciplinary Information

Wealthview Capital is not currently nor has it ever been the subject of any legal or disciplinary events.

Item # 10 – Other Financial Industry Activities and Affiliations

Wealthview Capital is completely independent and has no affiliation or arrangement with any other firms or individuals that would or could result in a conflict of interest.

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

Wealthview Capital has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers and employees of the advisor. In addition, the Code of Ethics governs personal trading by each employee of Wealthview Capital deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of Wealthview Capital are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of the advisor. The Firm collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. Wealthview Capital maintains a written Code of Ethics and will provide a copy to any client or prospective client upon request.

Both Wealthview and its associated persons may buy or sell for their personal accounts investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the Advisor's express policy that all persons associated in any manner with advisor must place the interests of clients ahead of their own when implementing personal investments. Neither the Advisor nor any of its associated persons buy or sell securities for their own personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of their employment unless the information is also available to the investing public upon reasonable inquiry.

Item #12 – Brokerage Practices

If clients wish to utilize the Advisor's services, clients are free to select any broker/dealer client wishes to execute client's transactions and are so informed. When selecting a broker/dealer, the Advisor considers a number of factors including financial strength, experience, possible conflicts of interest, trade execution price and quality and other services. If the Firm places trades on a client's behalf, the Advisor has a duty to ensure that the client receives the best execution possible. Best execution does not necessarily mean the lowest price but includes the overall services received from a broker/dealer.

While Wealthview attempts to seek best execution for client accounts, it may be unable to achieve the most favorable execution of client transactions if client directs the use of a specific custodian. There may be other platforms that are less expensive and may provide faster execution capabilities.

Wealthview recommends that clients establish a brokerage account at Pershing. Pershing provides Wealthview with access to their institutional trading and custody services, which are typically not available to retail investors. The services from Pershing include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Pershing also makes available other services intended to help Wealthview manage and further develop its business. These services include consulting, publications and conferences on practice management; information technology; business succession; regulatory compliance; and marketing. In addition, Pershing may make available, arrange and/or pay for these types of services rendered to the advisor by independent third parties providing these services to the firm. As a fiduciary, Wealthview endeavors to act in clients' best interest. It is the Firm's policy not to use soft-dollar arrangements.

Clients are under no obligation to act on Wealthview's recommendations. Clients may select a broker/dealer or account custodian other than Pershing. When clients direct Wealthview to use a

particular broker/dealer or other custodian, the Advisor may not be able to obtain the best price and execution for the transaction. If a client directs the use of a particular broker/dealer or custodian, the client may receive less favorable prices than would otherwise be the case if that client had not designated a particular broker/dealer or custodian. Further, the Advisor may place directed trades after effecting non-directed trades. Wealthview does not receive referrals in exchange for directing clients to any broker-dealer.

Wealthview may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading, or block trading and may be used when the Advisor believes such action may prove advantageous to clients. If and when Wealthview aggregates client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently. Under this procedure, transactions are averaged as to price and are allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. If and when Wealthview determines to aggregate client orders for the purchase or sale of securities, including securities in which its associated persons may invest, it does so in accordance with the parameters set forth in the SEC No-Action Letter *SMC Capital, Inc.* Neither Wealthview nor its associated persons receive any additional compensation or remuneration as a result of blocking trades.

Item #13 - Account Reviews

Accounts are reviewed internally on a quarterly basis by Sam Taylor (President/CEO) and Kelly Adams (Research Analyst). During this process, performance, asset allocation and cash flows of each account are reviewed. Conditions which may trigger a review other than quarterly are changes in tax laws, new investment information, changes in a client's situation, or upon client's request.

Wealthview provides performance reports to most, but not all, of its clients. The decision to provide a performance report is based on a number of factors including (but not limited to) account size, and current or expected future profitability. Clients' performance reports are delivered quarterly either by mail or electronically through Wealthview's proprietary web portal called *My Performance*.

Additionally, the firm reviews internally its clients' goals-based plans at least annually. It provides real-time Internet access to clients' goals-based plan through its proprietary web portal called *My Plan*.

Item #14 – Client Referrals and Other Compensation

Other than the fees paid to Wealthview by its clients, the Advisor receives no compensation or other economic benefit for providing investment advice, products or services to its clients. For example, neither the Advisor nor any of its representatives will accept gifts, trips, cash prizes or any other incentive in exchange for purchasing a particular investment or providing a particular form of advice or service to its clients. Wealthview does not compensate anyone for referring a prospective client to the firm. Neither Wealthview nor any of its representatives receive or accept any expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products.

Item #15 - Custody

Custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the advisor is deemed to have custody for purposes of the *Investment Advisers Act of 1940* and must ensure proper procedures are implemented. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody. Wealthview is deemed to have custody of client funds and securities whenever it is given the authority to have fees deducted directly from client accounts. However, Wealthview's procedures do **not** result in the firm's maintaining custody of client funds and securities.

For accounts where Wealthview is deemed to have custody, the Advisor has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the creation of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained.

Clients should rely on their qualified custodian for official statements and other important records and documents relating to their account. When clients receive a customized report from Wealthview they should carefully compare it to their custodian's record for the same period.

Item #16 – Investment Discretion

Wealthview exercises discretion over the selection and amount of securities to be bought or sold in a client's account without obtaining the client's prior consent for each transaction. The Firm obtains this "discretionary authority" from the client in writing at the time client engages the Advisor to manage client's account. However, these transactions are made subject to the client's written investment objectives, guidelines and limitations previously set forth by client and agreed to by the Advisor.

Discretionary authority will only be authorized upon full disclosure to client. Client's granting the Advisor this authority will be evidenced by the client's execution of an Investment Advisory Agreement containing all applicable limitations to such authority. All discretionary trades made by the Advisor will be in accordance with client's investment objectives and goals.

Item #17 – Voting Client Securities

Wealthview does not vote proxies for securities held in client accounts. Clients have the authority and responsibility for voting of these proxies. Also, the Advisor does not give any advice or take any action with respect to the voting of these proxies. For accounts subject to the provision of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for voting of any proxies for securities held in plan accounts. Also, the Advisor does not give any advice or take action with respect to the voting of these proxies.

Item #18 – Financial Information

This item is not applicable to the Advisor's brochure. Wealthview does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. The Advisor is not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, Wealthview has not been the subject of a bankruptcy petition at any time.

Item #19 – Requirements for State-Registered Advisers

Neither Wealthview Capital nor any supervised person is compensated for performance-based advisory services, as this may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Neither the Firm nor any of its management have been involved in an award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500, involving: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices. Neither the Firm nor any of its management have been involved in an award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.