

Integrity Wealth Management, Inc.

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06/15/2012

FORM ADV PART 2 BROCHURE

This brochure provides information about the qualifications and business practices of Integrity Wealth Management, Inc. If you have any questions about the contents of this brochure, please contact us at (509) 315-9532. The information in this brochure has not been approved or verified by any federal or state securities authority.

Additional information about Integrity Wealth Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Integrity Wealth Management, Inc. is 150103.

Integrity Wealth Management, Inc. is a Registered Investment Adviser. Registration with the any federal or state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, Integrity Wealth Management, Inc. will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

June 15, 2012

As of our last annual update March 28, 2012, our firm is in the process of transitioning from federal registration with the SEC to state registration with the states of Washington and Idaho.

We anticipate the completion of the transition by June 28, 2012.

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Item 4 Advisory Business

Principal Owner

Brian S. Simpson (10/31/1966) is the President and sole Owner of Integrity Wealth Management, Inc. Mr. Simpson incorporated Integrity Wealth Management, Inc. in May, 2009.

(Throughout the remainder of this brochure, we may refer to Integrity Wealth Management, Inc. as "our firm" or "the firm").

As of December 31, 2011, we managed \$40,545,178.00, of which \$39,752,822.00 is on a non-discretionary basis and \$792,356 is on a discretionary basis for a total of 51 clients.

Individual Customized Portfolios

Our firm provides personalized confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. We provide money management services, custom designed to each client's specific goals, objectives and risk tolerance. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

Our firm is strictly a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

Our firm does not act as a custodian of client assets. The client always maintains asset control. We place trades for clients under a limited power of attorney.

Asset Management

Assets are invested primarily in no-load mutual funds, exchange-traded funds, and individual stocks and bonds with Fidelity Investments or TD Ameritrade. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Fidelity Investments and TD Ameritrade charge separate transaction fees for mutual funds, exchange traded funds, stocks and bonds. Our firm does not receive any compensation, in any form, from fund companies.

Financial Planning

We normally offer financial planning services as part of our asset management services for no additional fee. Financial planning typically involves providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. These services can range from broad, comprehensive, financial planning to consultative or single subject planning. Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

If you elect to engage our firm for financial planning-only services, you will be charged based on our hourly rate and will be under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Investments

Investments may also include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, and mutual funds shares), U. S. government securities, and interests in publicly traded partnerships

Wrap Fee Program(s)

We do not currently manage or sponsor wrap fee programs.

Item 5 Fees and Compensation

Asset Management

Our firm is a fee based investment advisor. We base our fees on a percentage of assets under management. The initial total assets under management is determined from the amount indicated on the investment advisory agreement and when the agreement is signed. The annual fee is based on a percentage of investable assets according to the following schedule:

<u>Portfolio Value</u>	<u>Annual Fee</u>
Up to \$250,000	1.25%
\$250,001 - \$500,000	1.00%
\$500,001 - \$2,000,000	0.80%
\$2,000,001 - \$5,000,000	0.60%
Above \$5,000,000	0.50%

Certain pre-existing clients may be subject to a different fee schedule. We may have current client relationships which pay fees that are higher or lower than the fee schedule above.

Fees are based on the average daily balance of the total market value of the securities assets in the investment account. The specific manner in which fees are charged by our firm is established in a client's written agreement with the Firm. Advisory fees are automatically deducted from your account directly by your account custodian, which in the majority of instances will be Fidelity Investments or TD Ameritrade.

Financial Planning

If you engage our firm for financial planning-only services, we charge an hourly fee of \$250 which is negotiable depending on the scope and complexity of the plan, your situation, and your financial objectives. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee.

Types of Agreements

The following agreements define the typical client relationship:

Discretionary: A Discretionary contract allows your financial advisor to execute trades for your account at his or her discretion without requiring your prior approval. If you so chose, we will accept discretionary authority (by contract) to manage securities accounts on your behalf. This will give our firm the authority to determine, without obtaining your specific consent, the securities to be bought or sold, and the amount of the securities to be bought or sold for your account. However, if a blanket trading authorization has not been given your financial advisor will consult with you prior to each trade to obtain approval.

Non-Discretionary: Non-discretionary agreements require our firm to obtain your permission prior to executing each trade.

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

Our firm does not use a performance-based fee structure because of the potential conflict of interest. We believe that performance-based compensation creates an incentive for an adviser to recommend an investment that may carry a higher degree of risk to the client. Fees are based on assets under management only.

Item 7 Types of Clients

Our firm provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and businesses. Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$80,000 of assets under management, which equates to an annual fee of \$1,000.00.

When an account falls below \$80,000 in value, the minimum annual fee of \$1,000.00 is charged. Depending upon circumstances, we will sign an *Hourly Agreement* with the client if assets have diminished significantly below \$80,000. The hourly charge may vary between \$200-\$300 per hour.

Our firm has the discretion to waive the account minimum and minimum annual fee. Accounts of less than \$80,000 may be set up when the client and the advisor anticipate the client will add additional funds to the accounts bringing the total to \$80,000 within a reasonable time. Other exceptions will apply to employees of our firm and their relatives, or relatives of existing clients. Clients with assets below the minimum account size may pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management.

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

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis. The main sources of information include research subscription services, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases. Some specific sources of information that our firm may include:

Newsletters/subscription service:

- Morningstar Advisor Workstation
- StockCharts.com
- Valueline
- Telechart 2000
- Option Investor Inc.
- Investor's Business Daily

-Black Diamond Performance Reporting

Research Provider:

- Allianz Investments
- Envestnet Advisor
- Payden & Regal Investment Management
- Goldman Sachs, Inc.
- JP Morgan Capital Management, Inc.
- Harding Loevner Global Investments

Online Sources:

- Bloomberg
- Wisdom Tree
- Trading Economics
- Advisor's Asset Management, Inc.
- Yahoo Finance
- Ipath ETN
- Lazard Investments
- Short Squeeze
- Asia Times
- Ishares
- Big Wave Trading

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of

profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9 Disciplinary Information

Brian S. Simpson and our firm have never been disciplined. Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Brian S. Simpson or the integrity of his management. Brian S. Simpson has never been disciplined, so he has no further information applicable to Item 9.

Item 10 Other Financial Industry Activities and Affiliations

Brian S. Simpson has no other financial industry activities and affiliations other than with his firm, Integrity Wealth Management, Inc.

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

Our firm's Code of Ethics sets forth standards of conduct and requires compliance with securities laws. Its policies and procedures relating to personal investment activities are below. Brian S. Simpson is the firm's founder and only employee.

Confidentiality: Integrity Wealth Management does not share or sell client information in any way, shape, or form.

Conflicts of interest: We will receive economic benefit from any of the broker/dealers that he recommends. Benefits to our firm include research related services, tools used to place trades, duplicate documents, and having the clients' advisory fee deducted from the clients' accounts. Currently, we recommend Fidelity Investments or TD Ameritrade based on the reasonableness of commissions for services they provide.

Trading: Brian S. Simpson buys and sells some of the same securities that he trades for clients. He bases investment decisions on the client's investment objective. Our firm does not own any securities, nor will it buy or sell securities for its own account in the future. Brian S. Simpson anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which he has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which he directly or indirectly has a position of interest. Brian S. Simpson may trade for his own accounts in securities which are recommended to and/or purchased for his clients. The firm's Code of Ethics is designed to assure that the personal securities transactions will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions. Trading is continually monitored to reasonably prevent conflicts of interest between Brian S. Simpson and his clients.

Fiduciary duty: Brian S. Simpson has a fiduciary duty to his clients. Integrity Wealth Management's Code of Ethics involves the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

Records: Brian S. Simpson will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order. It is Integrity Wealth Management's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Brian S. Simpson will also not cross trades between client accounts.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Item 12 Brokerage Practices

Selecting Brokerage Firms

Our firm does not have any affiliation with product sales firms. We use Fidelity Investments or TD Ameritrade as a custodian based on the proven integrity and financial responsibility of their firms and the best execution of orders at reasonable commission rates. Our firm does not receive fees or commissions from any of these arrangements.

Clients are free to select any broker/dealer they wish.

Our firm does not receive any soft dollar fees. However, we receive back office trading software and support from Fidelity Investments and TD Ameritrade via their trading software. This software is provided without charge to our firm. All clients benefit from this software as it reduces the firm's overall expenses.

The selection of Fidelity Investments or TD Ameritrade as a custodian for clients is not affected by this trading software and support.

Item 13 Review of Accounts

Clients' accounts are reviewed monthly via Black Diamond Performance Reporting, Inc. Accounts are reviewed more frequently than monthly if there is any unusual activity in the securities held by such account. Additionally, if macro economic events could potentially impact a client's portfolio value, we will review securities to evaluate appropriateness. Should concerns deem action our firm will communicate with clientele.

Clients' receive a monthly performance report prepared by Black Diamond Performance Reporting, Inc. detailing their asset allocation, income earned, appreciation or depreciation on portfolio assets and the fees paid to our firm. In addition, their custodian will provide a quarterly statement to them as well.

Item 14 Client Referrals and Other Compensation

Incoming Referrals

Our firm has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

Our firm does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Item 15 Custody

All assets are held at Fidelity Investments or TD Ameritrade, a qualified custodian, which means they provide account statements directly to clients at their address of record on a monthly basis. Our firm urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Clients receive monthly statements from Integrity Wealth Management, which are prepared by Black Diamond Performance Reporting, Inc. Our firm's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 Investment Discretion

Our firm, in some client relationships, accepts discretionary authority to manage securities accounts on behalf of clients. We have the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, our firm consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given i.e. non-discretionary trading authority. Clients determine which type of relationship, discretionary or non-discretionary, that best suits their investment needs objectives prior to any trades being placed on their behalf.

The client approves the custodian to be used and the commission rates paid to the custodian. Our firm does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Item 17 Voting Client Securities

As a matter of firm policy and practice, Integrity Wealth Management, Inc. and Brian S. Simpson do not have any authority to and do not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Brian S. Simpson may provide advice to clients regarding the clients' voting of proxies.

Item 18 Financial Information

Our firm does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.

A balance sheet is not required to be provided because our firm does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$500 per client, and six months or more in advance.

Item 19 Requirements for State-Registered Advisers

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of our firm.

Neither our firm, nor any persons associated with our firm are compensated for advisory services with performance-based fees. Please refer to the "Performance-Based Fees and Side-By-Side Management" section above for additional information on this topic.

Neither our firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceedings or administrative proceedings.

Neither our firm, nor any of our management persons have a material relationship or arrangement with any issuer of securities.

Date: June 15, 2012

Integrity Wealth Management, Inc.

202 E. Spokane Falls Blvd.
Suite 200
Spokane, WA 99202

Telephone: 509-315-9532

Facsimile: 509-315-9534

Form ADV Brochure Supplement for

Brian S. Simpson

CRD No. 2309646

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Spokane, WA 99203

Telephone: 509-315-9532

Email: brian.simpson@integritywm.net

This brochure supplement provides information about Brian S. Simpson that supplements the Integrity Wealth Management, Inc. brochure. You should have received a copy of that brochure. Please contact us at 509-315-9532 if you did not receive Integrity Wealth Management, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Brian S. Simpson is available on the SEC's website at www.adviserinfo.sec.gov.

Please retain this Form ADV Brochure Supplement for future reference, as it contains important information if you decide to add services or establish additional advisory accounts at Integrity Wealth Management, Inc.. We will provide you with an updated copy of this Brochure only if there are material changes to the information in Item 3 (Disciplinary Information).

Form ADV Brochure Supplement for Brian Simpson

Item 2 Educational Background and Business Experience

The business background information provided below is for the last five years.

Your Financial Adviser: Brian S. Simpson

Year of Birth: 1966

Education:

- San Diego State University, BS, Financial Services, 1992

Business Background:

- Integrity Wealth Management, Inc., President, 5/2009 - Present
 - Charles Schwab & Co., Inc., Vice President/Financial Consultant, 08/1995 - 05/2009
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Item 3 Disciplinary Information

Mr. Brian Simpson does not have, nor has he ever had, any disciplinary disclosure.

Item 4 Other Business Activities

Brian Simpson does not receive any additional compensation for providing advisory services beyond the fee based compensation he receives through Integrity Wealth Management, Inc..

Brian Simpson is not actively engaged in any other for-profit business beyond his capacity as President of Integrity Wealth Management, Inc.. Moreover, Mr. Simpson does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

Brian Simpson is vice-president of the Haiti Children's Rescue Mission Fundraising Committee. He spends less than 1% of his time dedicated to this non-profit organization.

Item 5 Additional Compensation

Brian Simpson does not receive any additional compensation for providing advisory services beyond that received as a result of his capacity as President of Integrity Wealth Management, Inc..

Item 6 Supervision

Brian Simpson is the owner and sole investment adviser representative of Integrity Wealth Management, Inc.; therefore, supervision is not required. Brian Simpson can be reached at (509) 315-9532.

Item 7 Requirements for State Registered Advisers

Brian Simpson does not have, or has ever had, any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.