

OPTIMIZE INC.

This brochure provides information about the qualifications and business practices of Optimize Inc. If you have any questions about the contents of this brochure, please contact us at (212) 380-3642 or by email at: compliance@optimize.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 Optimize Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Optimize Inc.'s CRD number is: 152936

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Registration does not imply a certain level of skill or training.

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ITEM 2: MATERIAL CHANGES

Under the Optimize Capital Brand name, our expansion into providing Investment Advisory Services to high net worth investors and qualified institutions is well underway. We have been very encouraged with the response to date with which such investors have provided our firm. We look forward to providing advice and managing investments for investors on a wide range of investments both in the public and the private markets. There are material changes in this brochure from Optimize Inc.'s last annual update filing on July 31st, 2011. Material changes relate to Optimize Inc.'s policies, practices or conflicts of interests only.

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ITEM 4: ADVISORY BUSINESS

A. DESCRIPTION OF THE ADVISORY FIRM

This firm has been in business since December 23, 2009, and the principal owner is Matthew Joseph McGrath.

B. TYPES OF ADVISORY SERVICES

Optimize is now accepting paying clients and will provide them with investment advice as well as the ability to become investors in separately managed funds which will use Optimize as the Investment Advisor. In order to become a paying client (hereinafter “clients”) the individual will need to complete an account application form, provide identification, open a financial account and deposit monies in cash or in kind (ie. securities) to a newly created account. Optimize Inc. (“**Optimize**”) also offers an Internet service that allows its registered website users to perform personal financial planning, budgeting and to evaluate, build and monitor their portfolios of Bonds, Equities, Mutual Funds and/or Exchange Traded Funds (ETFs). To become a registered website user (hereinafter “**website users**”), individuals need to sign up to the web site using their e-mail address and a uniquely created password. Currently, there are no fees to use Optimize Inc.'s internet services or web site tools including the software that allows its website users to evaluate, build, and monitor their portfolios. Website users or general public that simply use free software tools on the Optimize.com website are not clients of the firm unless they follow the procedures listed above relating to the opening of an account.

C. TAILORED SERVICES AND IMPOSED RESTRICTIONS

Optimize is now offering to provide investment advice across a wide range of public and private investments for its clients. Before receiving any specific investment advice or to have their monies managed by Optimize Inc., each client will be required to answer a series of questions about their risk tolerance, investment knowledge, and investment goals. With respect to the Optimize Website users, Optimize offers the same online services and tools to all of its website users. Some tools are available to the general public without the requirement to become a website user.

D. WRAP FEE PROGRAMS

Optimize does not participate in any wrap fee programs.

E. AMOUNT UNDER MANAGEMENT

Optimize is now offering clients the ability to have their investments managed by Optimize and in turn they can provide Optimize with the authority, discretion and ability to make changes or trades. Optimize currently has no assets under management, neither discretionary nor non-discretionary as it is currently in its marketing stage.

ITEM 5: FEES AND COMPENSATION

A. FEE SCHEDULE

Optimize provides Advisory Services to investors generally at 2% per annum plus a 20% performance fee. Optimize recognizes that every client relationship is different and as such, deviations in its fee will occur as a result of the specific needs and circumstances of each client relationship.

B. PAYMENT OF FEES

Payment of fees is charged monthly in arrears.

C. WEBSITE USERS AND CLIENTS ARE RESPONSIBLE FOR THIRD PARTY FEES

Website users and clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fee etc.). Website users and clients shall contact their third party service providers in regard to those fees.

D. PREPAYMENT OF FEES

Optimize does not require the prepayment of any of its fees.

E. OUTSIDE COMPENSATION FOR THE SALE OF SECURITIES TO CLIENTS

Optimize does not sell any securities to its website users or its clients. Optimize will disclose if it receives any outside compensation for its sale of securities to its clients.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Optimize does receive performance-based fees in the amount of 20% based on its clients' capital gains or capital appreciation. Website users are not charged any fees or performance-based fees.

ITEM 7: TYPES OF CLIENTS

Optimize will provide investment advice to high-net-worth individuals, endowment funds, institutions, and various not-for-profit organizations. In order to receive investment advice, clients will need to complete any required account application and transfer forms and submit proof of identity.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHOD OF ANALYSIS AND INVESTMENT STRATEGIES

When investing in public securities Optimize focuses on dynamic asset allocation strategies which it has developed in-house as a way to determine which sectors, geographies, and market capitalizations, among other variables are undervalued relative to prevailing market prices. When analyzing private equity investment opportunities, Optimize follows a very quantitative and value-based approach to investing. Investing in securities involves an inherent risk of loss that a website user or a client should be prepared to bear.

B. MATERIAL RISK INVOLVED

Optimize generally seeks long term and short term investment strategies that involve risks in line with that of the general domestic equity markets and private equity investments. All the investments are subject to market risks and other risks, which may include equity risk (changes in stock prices), interest rate risk (changes in interest rates), currency risk (changes in the foreign exchange rates), liquidity risk (problems selling out of a position), and commodity risk (changes in the commodity prices).

The investors, including any website user or client, must be entirely comfortable with market risk and be prepared to bear any loss, which may include all money invested. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

C. RISKS OF SPECIFIC SECURITIES UTILIZED

Exchange Traded Funds ("ETFs") are subject to risks similar to those of stocks. Investment returns will fluctuate and are subject to market volatility, so that an investor's shares, when redeemed or sold, may be worth more or less than their original cost. Unlike mutual funds, shares of ETFs are not individually redeemable directly with the ETF. Private Equity Investments are subject to invest risks that are related to loss of principal, lack of liquidity, and complete loss of principal. Risks of individual securities always come with the risk of principal loss due to any number of variables.

ITEM 9: DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a website user's or a client's evaluation of this advisory business, or the integrity of our management.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. REGISTRATION AS A BROKER / DEALER OR BROKER / DEALER REPRESENTATIVE

Optimize is not registered as a broker/dealer. Optimize has no representatives that are registered as a broker/dealer or as a representative of a broker/dealer.

B. REGISTRATION AS A FUTURES COMMISSION MERCHANT, COMMODITY POOL OPERATOR, OR A COMMODITY TRADING ADVISOR

Neither Optimize nor its representatives are registered as Future Commission Merchants, Commodity Pool Operators or a Commodity Trading Advisors.

C. RELATIONSHIPS OR ARRANGEMENTS THAT CREATE A MATERIAL CONFLICT OF INTEREST WITH WEBSITE USERS OR CLIENTS

Neither Optimize nor its representatives have any material relationships or agreements to this advisory business that would present a possible conflict of interest. If material conflict of interest ever materializes, Optimize will promptly disclose it to its website users and clients and describe the nature of the conflict and how it will be addressed.

D. SELECTION OF OTHER INVESTMENT ADVISERS

Neither Optimize nor its representatives recommend other advisers or third party managers. Optimize invest in Exchange Traded Funds and index mutual funds to gain exposure to specific portfolio allocations.

ITEM 11: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. CODE OF ETHICS

Optimize Inc. has written a Code of Ethics in addition to a Compliance and Procedures Manual, Privacy Policy, and Business Continuity Plan that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Record keeping, Annual Review, and Sanctions. All future clients will have a right to see our Code of Ethics upon request.

B. RECOMMENDATIONS INVOLVING MATERIAL FINANCIAL INTERESTS

Optimize does not recommend to its website users or clients to buy or sell any security in which a related person to Optimize has a material financial interest. Optimize will not recommend to its clients to buy or sell any security in which a related person to Optimize has a material financial interest.

C. INVESTING PERSONAL MONEY IN THE SAME SECURITIES AS WEBSITE USERS OR CLIENTS

From time to time, representatives of Optimize may buy or sell securities for themselves that are also recommended or suggested by Optimize to website users or its clients. Optimize will always document any transactions that could be construed as a conflict of interest and will always attempt to eliminate any disadvantages to its website users or clients.

D. TRADING THE SAME SECURITIES AS CLIENTS

From time to time, representatives of Optimize may buy or sell securities for themselves that are also recommended to clients by Optimize. Optimize will always document any transactions that could be construed as a conflict of interest and will always attempt to eliminate any disadvantages to its website users. Where feasible, Optimize will not trade any security seven days prior to or seven days after trading the same security for any client.

ITEM 12: BROKERAGE PRACTICES

A. FACTORS USED TO SELECT CUSTODIANS AND/OR BROKER/DEALERS

Website users are responsible to make their own choices as it relates to choosing a broker/dealer and establishing a brokerage account.

Optimize will analyze custodians' trade execution prices, financial stability, account fees, implicit trading costs, and overall service level when selecting a custodian with which its clients choose to hold their assets.

B. AGGREGATING (BLOCK) TRADING FOR CLIENT ACCOUNTS

Optimize does not currently enter block trades on behalf of its clients. It expects to do so in the future and when it does, it will implement fair trading policies to ensure its clients are treated fairly.

ITEM 13: REVIEW OF ACCOUNTS

A. FREQUENCY AND NATURE OF PERIODIC REVIEWS

Client Portfolios are reviewed on a regular basis and sometimes as often as on a daily basis. These reviews are done on an aggregate basis while some reviews may be done on a client-specific level.

B. FACTORS THAT CAN TRIGGER NON-PERIODIC REVIEW

Significant economic events which cause significant market movements.

C. CONTENT AND FREQUENCY OF REGULAR REPORTS PROVIDED

Optimize provides its clients with quarterly updates as to their investments' performance.

ITEM 14: REFERRALS AND OTHER COMPENSATION

A. ECONOMIC BENEFITS PROVIDED BY THIRD PARTIES FOR PROVIDING INVESTMENT ADVICE OR OTHER ADVISORY SERVICES INCLUDING SALES AWARDS AND OTHER PRIZES

Neither Optimize nor its representatives receive any economic benefit, directly or indirectly from any third party for advice rendered to its website users. Should Optimize or its representatives receive any economic benefit, directly or indirectly from any third party for advice rendered to its clients or website users, it will disclose these benefits to its clients and will manage any potential conflicts.

Optimize provides space for advertisement on its web site to various for-profit and non-profit organizations. Advertisers may market their products on our website including their products related to banking, brokerage and other financial services.

B. COMPENSATION FOR REFERRALS

Optimize from time-to-time enters into joint marketing agreements with web sites and other organizations and may pay or receive referral fees.

ITEM 15: CUSTODY

Optimize does offer its clients the ability to custody their assets at the financial institution of their choice or at a custodian which Optimize recommends.

Website users are responsible to open and hold their accounts with a dealer/broker/custodian and conduct their own due-diligence in respect to their accounts open somewhere else.

ITEM 16: INVESTMENT DISCRETION

Optimize does offer its clients the ability to have authority, discretion and the ability to make any changes or trades within their accounts.

ITEM 17: VOTING WEBSITE USER SECURITIES AND PROXY VOTING

Optimize does not ask for nor accepts voting authority for website users' securities. Website users shall receive proxies directly from the issuer of the security or the custodian. Website users should direct all proxy questions to the issuer of the security.

ITEM 18: FINANCIAL INFORMATION

A. BALANCE SHEET

Optimize does not require nor solicits prepayment of any fees. Therefore Optimize does not need to include a balance sheet with this brochure.

B. FINANCIAL CONDITIONS IMPAIRMENT

Neither Optimize nor its management have any financial conditions that are likely to impair our ability to meet contractual commitments to website users.

C. BANKRUPTCY

Neither Optimize nor its management have been the subject of a bankruptcy petition in the last ten years.