

## Form ADV Part 2A

# Investment Advisor Brochure Pathways Wealth Management, Inc.

### *Cover Page*

This brochure provides information about the qualifications and business practices of Pathways Wealth Management, Inc. ("Pathways Wealth Management"). If you have any questions about the contents of this brochure, please contact us at 937-387-6490 or [aclark@pathwayswm.com](mailto:aclark@pathwayswm.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 Pathways Wealth Management, Inc. also is available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Name of Registered Investment Advisor	PATHWAYS WEALTH MANAGEMENT, INC.
Address	8569 N. Dixie Drive, Dayton OH 45414
Phone Number	937-387-6490
Website Address	N/A
E-mail Address	<a href="mailto:aclark@pathwayswm.com">aclark@pathwayswm.com</a>
Date of Last Revision	4/17/2012

This Form ADV Part 2A (Investment Advisor Brochure) gives information about the investment advisor and its business for the use of clients and prospective clients. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about Pathways Wealth Management is available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ***Material Changes***

***Pathways Wealth Management, Inc. has had the following material changes since the last Annual ADV update in March, 2011.***

1. The office address of Pathways Wealth Management, Inc. has been changed to 8569 N. Dixie Drive, Dayton, OH 45414.
2. The office phone number for Pathways Wealth Management, Inc. has changed to 937-387-6490 and the fax number has changed to 937-387-6816.
3. A Broker/Dealer Affiliation of Pathways Wealth Management, Inc. has changed from Triad Securities to Purshe Kaplan Sterling Investments for commission based clients.
4. Pathways Wealth Management, LLC has changed to Pathways Wealth Management, Inc.

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## Advisory Business

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### Advisory Firm

Pathways Wealth Management has been providing investment advisory services since 2010. Andrea Clark is the Managing Member and has been in the financial services industry since 1992.

### Advisory Services

Pathways Wealth Management provides investment advisory services.

As of 3/22/2012, Pathways Wealth Management has 0 assets under management on a discretionary basis, and \$29,600,000 of assets under management on a non-discretionary basis.

Services are based on the individual needs of the client. An initial interview and data gathering questionnaire is undertaken to determine the client's financial situation and investment objectives, and to give the client the opportunity to impose reasonable restrictions on the management of the account. Clients have the ability to leave standing instructions with the IA Rep to refrain from investing in particular securities or types of securities, or invest in limited amounts of securities. Annually, the IA Rep will notify the client in writing to contact the IA Rep if there have been any changes in the client's financial situation or investment objectives, or to impose or modify account restrictions. The IA Rep will contact or attempt to contact the client annually on these matters. It is the client's responsibility to notify the IA Rep at any time there are changes. Clients may call in at any time during normal business hours to discuss directly with the IA Rep about the client's account, financial situation, or investment needs. Clients will receive from the custodian/brokerage firm timely confirmations and at least quarterly statements containing a description of all transactions and all account activity. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program.

Pathways Wealth Management provides Financial Plans consistent with the individual client's financial and tax status and risk/reward objectives. Planning may be comprehensive, or segmented and focus on investments, insurance, taxes, and/or estate plans.

There is no significant difference between how Pathways Wealth Management manages wrap fee accounts and non-wrap fee accounts. .

On occasion we hold seminars. These seminars may include presentations on various securities and insurance products, or on financial planning strategies. A fee is not charged to those in attendance.

## ***Fees and Compensation***

### Financial Planning and Consulting Services (Stand Alone)

The client may request Pathways Wealth Management to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Pathways Wealth Management planning and consulting fees are negotiable, but generally range from \$500.00 to \$10,000.00 on a fixed fee basis, and \$100.00 to \$250.00 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Prior to engaging Pathways Wealth Management to provide planning or consulting services, clients are generally required to enter into a Financial Planning and Consulting Agreement with Pathways Wealth Management setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Pathways Wealth Management commencing services.

If requested by the client, Pathways Wealth Management may recommend the services of other professionals for implementation purposes, including the services of Dustin Beam, in his individual capacity as a licensed insurance agent. Pathways Wealth Management nor any of its representatives, serves as an attorney or accountant, and no portion of Pathways Wealth Management services should be considered as such. Pathways Wealth Management may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurances, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Pathways Wealth Management. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Pathways Wealth Management if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising previous recommendations and/or services.

### Investment Advisory Services

The client can engage Pathways Wealth Management to provide discretionary and/or non-discretionary investment advisory services on a wrap fee or non-wrap fee basis. If a client engages Pathways Wealth Management on a wrap fee basis the client will pay a single fee for bundled services (i.e. investment advisory, brokerage, custody). The services included in a wrap fee agreement will depend upon each client's particular need. If the client determines to engage Pathways Wealth Management on a non-wrap fee basis the client will select individual services on an unbundled basis, paying for each service separately (i.e. investment advisory, brokerage, custody). When managing a client's account on a wrap fee basis, Pathways Wealth Management shall receive as payment for its investment advisory services, the balance of the wrap fee after all other costs incorporated into the wrap fee have been deducted.

### Non Wrap Fee

Fees for a non wrap fee basis program are computed at an annualized percentage of assets under management on a sliding scale and are negotiable based on certain criteria (i.e. anticipated future additional assets, dollar amount of assets to be managed, related accounts, negotiations with client, etc). The non-wrap fee schedule is as follows:

<u>\$ Portfolio Size</u>	<u>Annual %</u>
0 - \$1,000,000.00	2.25%
\$1,000,000.01 - \$5,000,000.00	1.75%
\$5,000,000.01 - \$10,000,000.00	1.5%
Over \$10,000,000.01	1.0%

### Wrap Fee Program

Pathways Wealth Management provides investment management services on a wrap fee basis in accordance with Pathways Wealth Management investment management wrap fee program (the “Program”). The services offered under, and the corresponding terms and conditions pertaining to the Program are discussed in the Program brochure (the “Wrap Fee Brochure”), a copy of which is presented to all prospective Program participants. Under the Program, Pathways Wealth Management is able to offer participants non-discretionary and discretionary investment management services, for a single specified annual Program fee, inclusive of trade execution, custody, reporting, and investment management fees. The current annual Program fee ranges is as follows:

<u>\$ Portfolio Size</u>	<u>Annual %</u>
0 - \$1,000,000.00	2.25%
\$1,000,000.01 - \$5,000,000.00	1.75%
\$5,000,000.01 - \$10,000,000.00	1.5%
Over \$10,000,000.01	1.0%

All prospective Program participants should read both Pathways Wealth Management statement and the Wrap Fee Brochure and ask any corresponding questions that they may have, prior to participation in the Program. Fidelity shall serve as the custodian for Program accounts.

As indicated in the Brochure, participation in the Program may cost more or less than purchasing such services separately. As also indicated in the Wrap Fee Brochure, the Program fee charged by Pathways Wealth Management for participation in the Program may be higher or lower than those charged by other sponsors of comparable wrap fee programs.

These fees are for advisory services only and do not include any transaction fees or commissions, which may be charged separately by the broker/dealer custodial firm. **See the section heading Brokerage Practices for more information.**

For the Pathways Wealth Management Wrap Fee Program the fee will be payable quarterly in advance. The first payment is due and payable upon execution of the Agreement, and will be assessed pro-rata in the event the Agreement is executed other than the first day of the new calendar quarter. Subsequent payments are due and will be assessed on the first day of each calendar quarter based on the value of the portfolio as of the last day of the previous calendar quarter.

Payment of fees may be paid direct by the client, or client may authorize the custodian holding client funds and securities to deduct Pathways Wealth Management advisory fees direct from the client account in accordance with statements prepared and submitted to the custodian by Pathways Wealth Management. The custodian will provide periodic account statements to the client. Such statements will reflect all fee withdrawals by Pathways Wealth Management. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated.

IA Reps of our firm are also Registered Representatives of a broker/dealer, and as such may receive commission-based compensation for the sale of securities and other investment products. Pathways Wealth Management and its IA Reps do not double-dip, and will either receive fee-based compensation or commissions on specified assets. Mutual funds recommended under advisory services will be "no-load" or "load-waived." Clients are not obligated to purchase investment products recommended, or to purchase through our firm or affiliated firms. Clients have the option of purchasing products that are recommended through other brokers or agents that are not affiliated with Pathways Wealth Management.

Fees are not collected for services to be performed more than six months in advance.

In addition to fees paid for advisory services with respect to clients' investments in mutual funds, clients pay additional fees on the mutual fund investment because the mutual funds have internal expenses for their day to day operations. Please see the individual fund prospectus for further details.

The Pathways Wealth Management Wrap Fee Program services will continue until either party terminates with written notice. Upon written notice of either party, the services will terminate immediately.

If termination occurs prior to the end of a calendar quarter, a pro-rata refund of unearned fees will be made to the client.

For Financial Plans, the client may terminate the Agreement at any time and a refund of the unearned fees will be made based on time and effort expended before termination. The Agreement for Financial Plans terminates upon delivery of the plan or services. At this time no refunds will be made.

The Advisory Agreement contains a pre-dispute arbitration clause. Client understands that the agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.

### ***Performance-Based Fees And Side-By-Side Management***

Pathways Wealth Management does not charge performance-based fees, which is based on capital gains in the client account.

### ***Types of Clients***

Pathways Wealth Management provides advisory services to individuals, pension and profit sharing plans and other ERISA accounts, trusts, estates, and business entities.

Generally the minimum account size is \$50,000.00. However, Pathways Wealth Management does not maintain a specified minimum account size. The minimum account fee is stated in the *Fees and Compensation* section of this document.

There is no minimum for clients retaining financial planning services.



### ***Methods of Analysis, Investment Strategies, and Risk of Loss***

Analysis utilized includes charting, fundamental, technical, and cyclical.

Pathways Wealth Management uses asset allocation strategies for portfolio management.

By its nature, financial planning looks to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investment and insurance strategies are designed to help the client achieve his or her financial goals. Casualty insurance (e.g. homeowner's, auto, liability, etc.) is reviewed only at the client's request, and would be provided by an outside casualty firm.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

Pathways Wealth Management is disclosing those risks and opportunities for our investment strategy or for particular types of securities that are sometimes used.

- Debt securities are subject to interest rate and credit risk.
- High yield securities are corporate debt securities rated below investment grade.
- By timing the buys and sells, we endeavor to control the risks. Timing the markets has its own set of risks.
- There are tax consequences for short-term trading wherein capital gains are taxed as ordinary income.

### ***Disciplinary Information***

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. Pathways Wealth Management does not have any disclosure items.

## ***Other Financial Industry Activities and Affiliations***

Pathways Wealth Management is not, but IA Reps of the firm are licensed as securities salespersons (“Registered Representatives”) and insurance agents, and are in the business of selling securities and insurance products. The sale of these products account for approximately 10% of time allocated.

IA Reps of Pathways Wealth Management are associated with Purshe Kaplan Sterling Investments as Registered Representatives. Purshe Kaplan Sterling Investments is a general securities broker/dealer having membership in the Financial Industry Regulatory Authority. We may recommend securities, asset management, or insurance products offered by Purshe Kaplan Sterling Investments or its affiliates. If clients purchase these products through us, we will receive the normal commissions or fees. Thus, a conflict exists between our interests and those of advisory clients. The client is under no obligation to purchase products recommended, or to purchase products either through us or through Purshe Kaplan Sterling Investments.

IA Reps of the firm are licensed with several life, disability, and other insurance companies. Insurance products offered by these companies may be recommended. If clients purchase these products through us, we receive the normal commissions. Thus a conflict of interest exists between our interests and those of advisory clients. The client is under no obligation to purchase products recommended, or to purchase products either through us or through these insurance companies.

## ***Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading***

### **Code of Ethics**

Pathways Wealth Management maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of the Code of Ethics by contacting the office via email, US mail or phone number listed on the cover page of this document.

### **Participation or Interest in Client Transactions**

From time to time, some of the IA Reps/registered representatives may recommend to their clients, the purchase of limited partnerships or mutual funds that are sponsored by Pathways Wealth Management affiliated companies. This would be when the recommendation is suitable

for the client and meets their investment objectives. Clients are not obligated to purchase these funds.

### *Personal Trading*

At times Pathways Wealth Management and/or its IA Reps may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The firm and its IA Reps will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

### ***Brokerage Practices***

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### *Selection or recommendation of broker/dealers*

In the event that the client requests that Pathways Wealth Management recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Pathways Wealth Management to use a specific broker-dealer/custodian), Pathways Wealth Management generally recommends that investment management accounts be maintained at Fidelity Investments, LLC (“Fidelity”). Prior to engaging Pathways Wealth Management to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Pathways Wealth Management setting forth the terms and conditions under which Pathways Wealth Management shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian. As discussed above, unless the client directs otherwise or an individual client's circumstances require, the Pathways Wealth Management shall generally recommend that Fidelity serve as the broker-dealer/custodian for client investment management assets. Broker-dealers/custodians such as Fidelity charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions. In addition to Pathways Wealth Management's investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

Both Pathways Wealth Management Investment Advisory Agreement and the custodial clearing agreement may authorize the custodian to debit the account for the amount of the Pathways Wealth Management investment advisory fee and to directly remit that management fee to the Pathways Wealth Management in compliance with regulatory procedures. In the limited event that the Pathways Wealth Management bills the client directly, payment is due upon receipt of the invoice. The Investment Advisory Agreement between Pathways Wealth Management and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the Investment Advisory Agreement. Upon termination, Pathways Wealth Management shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

Factors that Pathways Wealth Management considers in recommending Fidelity (or any other broker-dealer/custodian to clients) include historical relationship with Pathways Wealth Management, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Pathways Wealth Management clients shall comply with the Pathways Wealth Management duty to obtain best execution, a client may pay a commission/transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where the Pathways Wealth Management determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Pathways Wealth Management will seek competitive rates, it may not necessarily obtain the lowest possible commission rates/transaction fees for client account transactions. The brokerage commissions/transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Pathways Wealth Management investment management fee. Pathways Wealth Management best execution responsibility is qualified if securities that it purchases for client accounts are no-load mutual funds that trade at net asset value as determined at the daily market close.

### Soft Dollar Practices

Pathways Wealth Management may receive compensation from a brokerage firm in the form of research, products or services (“soft dollars”). When a firm uses client fees/brokerage commissions to obtain soft dollars, the firm receives a benefit by not having to produce or pay for such items. A firm may have an incentive to select or recommend a broker/dealer based on soft dollars received, rather than best execution for the client.

Pathways Wealth Management may receive from Fidelity, without cost (and/or at a discount) support services and/or products, certain of which assist Pathways Wealth Management to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Pathways Wealth Management may be investment-related

research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted consulting services, discounted and/or free attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Pathways Wealth Management in furtherance of its investment advisory business operations.

Pathways Wealth Management clients do not pay more for investment transactions effected and/or assets maintained at Fidelity as result of this arrangement. There is no corresponding commitment made by Pathways Wealth Management to Fidelity 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.

Pathways Wealth Management understands its duty for best execution and considers all factors in making recommendations to clients. These research services may be useful in servicing all Pathways Wealth Management clients, and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. While Pathways Wealth Management may not always obtain the lowest commission rate, Pathways Wealth Management believes the rate is reasonable in relation to the value of the brokerage and research services provided. Clients do not pay more for investment transactions effected and/or assets maintained at Fidelity as result of this arrangement. There is no corresponding commitment made by Pathways Wealth Management to Fidelity 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.

#### Trade Aggregation

While individual client advice is provided each account, client trades may be executed as a block trade. The Advisor encourages its existing and new clients to use the Advisor's "lead custodian", Fidelity Investments. Only accounts in the custody of the lead custodian would have the opportunity to participate in aggregated securities transactions. All trades using the lead custodian will be aggregated and done in the name of the Advisor. The executing broker will be informed that the trades are for the account of the Advisor's clients and not for the Advisor itself. No advisory account within the block trade will be favored over any other advisory account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. The aggregation should, on average, reduce slightly the costs of execution, and the Advisor will not aggregate a client's order if in a particular instance the Advisor believes that aggregation would cause the client's cost of execution to be increased. The Custodian will be notified of the amount of each trade for each account. The Advisor and/or its IA Reps may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only if clients receive fair and equitable treatment.

## ***Review of Accounts***

Pathways Wealth Management monitors the individual investments within the Pathways Wealth Management Wrap Fee Program each day the market is open. Portfolio performance is reviewed on a quarterly basis at a minimum. Pathways Wealth Management offers the Pathways Wealth Management Wrap Fee Program client an in-person portfolio review meeting on an annual basis.

Pathways Wealth Management Wrap Fee Program accounts reviewed at a minimum of once per quarter. Market conditions that might cause a wide variance in the specified asset allocation, or other factors could cause a more frequent review.

The financial plan is a snapshot in time and no ongoing reviews are conducted. We recommend clients engage us on an annual basis to update the financial plan.

The account reviews are performed by the client's IA Rep. The Chief Compliance Officer and other designated compliance staff monitor the portfolios and financial plans for investment objectives and other supervisory review.

## ***Client Referrals & Other Compensation***

### Referral Fees Paid

Pathways Wealth Management does not engage in paying client referral fees as of this filing.

### Referral Fees Received

Pathways Wealth Management may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, Pathways Wealth Management may receive a portion of the account fee or commissions. In these instances, we will make available to the client a "Compensation Disclosure Statement" and the Form ADV for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

In instances of a "wrap fee" program, clients will receive a Wrap Fee Brochure (Form ADV Part 2A Appendix 1) disclosures. The regulatory filing of the brochure is prepared by the outside money manager.

### Sales Awards

Pathways Wealth Management does not receive any sales awards from any broker/dealer or investment sponsors.

### ***Custody***

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Pathways Wealth Management is deemed to have custody of client funds solely because of the fee deduction authority granted by the client in the investment advisory agreement.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. The custodial statement is the official record of your account for tax purposes.

### ***Investment Discretion***

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Pathways Wealth Management does not have discretion over any client accounts at the time of this filing. A limited power of attorney, limited to the power of executing trades on a non-discretionary basis can be obtained from clients.

Clients that engage Pathways Wealth Management on a non-discretionary basis must be willing to accept that Pathways Wealth Management cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event of a market correction, and the client is unavailable, Pathways Wealth Management will be unable to effect any account transactions (as it would for discretionary clients).

Pathways Wealth Management will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

### ***Voting Client Securities***

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Pathways Wealth Management does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

## ***Financial Information***

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An investment advisor must provide financial information if a threshold of fee prepayments is met; there is a financial condition likely to impair the ability to meet contractual commitments; or, a bankruptcy within the past ten years. Pathways Wealth Management does not have any disclosure items in this section.

### ***Requirements for State Registered-Advisors***

Pathways Wealth Management is owned by Andrea Meisel Clark. Andrea Clark has been in the financial services industry since 1992.

Neither Pathways Wealth Management nor any representatives are actively engaged in any other business activity.

Pathways Wealth Management does not provide investment advisory services on a performance fee basis.