

Henney Wealth Management

12100 Wilshire Blvd.

Ste. 1035

Los Angeles, CA 90025

Phone: (310) 571-1277

Fax: (310) 571-1278

www.henneywealth.com

Firm Brochure

(Part 2A Form ADV)

This brochure provides information about the qualifications and business practices of Henney Wealth Management. This 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 does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at (310) 571-1277 or by email at info@henneywealth.com.

June 6, 2012

Item 2 - Material Changes

There are no material changes for Henney Wealth Management.

Item 3 - Table of Contents

Contents

<i>Item 1 - Cover Page</i>	1
<i>Item 2 - Material Changes</i>	2
<i>Item 3 - Table of Contents</i>	3
<i>Item 4 - Advisory Business</i>	5
<i>Firm Description</i>	5
<i>Principal Owners</i>	5
<i>Types of Advisory Services</i>	5
<i>Discretionary Investment Management:</i>	5
<i>Non-Discretionary Investment Management:</i>	5
<i>Managed Assets</i>	5
<i>Item 5 - Fees and Compensations</i>	6
<i>Description</i>	6
<i>Fee Billing</i>	6
<i>Other Fees</i>	6
<i>Fee Payment</i>	6
<i>Compensation for Sales of Investment Products</i>	6
<i>Item 6 - Performance-Based Fees</i>	6
<i>Item 7 - Types of Clients</i>	7
<i>Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss</i>	7
<i>Methods of Analysis</i>	7
<i>Investment Strategies</i>	7
<i>Risk of Loss</i>	7
<i>Item 9 - Disciplinary Information</i>	8
<i>Item 10 - Other Financial Industry Activities and Affiliations</i>	8
<i>Activities:</i>	8
<i>Affiliations:</i>	8
<i>Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</i>	8
<i>Code of Ethics:</i>	8
<i>Participation or Interest in Client Transactions:</i>	8

Item 12 - Brokerage Practices	8
<i>Selecting Brokerage Firms</i>	8
<i>Soft Dollars</i>	8
<i>Directed Brokerage</i>	8
Item 13 - Review of Accounts	9
<i>Periodic Reviews</i>	9
<i>Review Triggers</i>	9
<i>Regular Reports</i>	9
Item 14 - Client Referrals and Other Compensation	9
<i>Incoming Referrals</i>	9
<i>Referrals to Other Professionals</i>	9
Item 15 - Custody.....	9
<i>Account Statements</i>	9
<i>Statements Provided by Henney Wealth Management</i>	9
Item 16 - Investment Discretion	9
<i>Discretionary Authority for Trading</i>	9
Item 17 - Voting Client Securities.....	9
Item 18 - Financial Information	10
Item 19 – Requirements for State-Registered Advisers.....	10
Part 2B.....	11
Item 1	11
David D. Henney: Owner and Managing Director.....	12
Item 2 – Educational Background and Business Experience.....	12
<i>Item 3 - Disciplinary Information:</i>	12
Item 4 - Other Professional Activities:	12
<i>Item 5 - Additional Compensations:</i>	12
Item 6 – Supervision:	12
Item 7 – Requirements for State-Registered Advisers:	13
Andrew P. Mutzabaugh: Portfolio Manager	13
Item 2 – Educational Background and Business Experience.....	13
<i>Item 3 - Disciplinary Information:</i>	13
<i>Item 4 - Other Professional Activities:</i>	13

<i>Item 5 - Additional Compensation:</i>	13
<i>Item 6 - Supervision:</i>	13
Item 7 – Requirements for State-Registered Advisors:	14

Item 4 - Advisory Business

Firm Description

Henney Wealth Management Inc. (HWM) is a registered investment advisor providing investment advice to individuals, trusts & estates, and businesses. HWM was founded in 2010. Client relationships & assets were previously managed while David Henney was a principal with FFR Advisory LLC. David Henney has been an investment advisor since 1992, and Andrew Mutzabaugh, a portfolio manager, has worked in that capacity since 1997 both previously with FFR Advisory and now HWM.

The Firm’s primary compensation is from fees paid by clients. The firm receives commissions if the client chooses to purchase a financial product that pays a sales commission.

Assets managed by HWM are held by independent “third party” custodians, namely Charles Schwab, under the client’s name. Further transparency is achieved by performance reporting produced by yet another independent entity. HWM has NO vested interest in the custodian or the performance reporting provider. Conflicts of interest are avoided to the best interest of the client.

Principal Owners

David Henney is the Principal owner of Henney Wealth Management.

Types of Advisory Services

HWM provides two primary investment advisory services, Discretionary and Non-Discretionary management.

Discretionary Investment Management:

The tactical Strategy has a dual objective of managing risk and producing positive returns. This strategy was started in January of 2003, and has a GIPS verified performance record.

Non-Discretionary Investment Management:

Clients may choose the tactical strategy, or HWM will work with clients to create and implement a flexible balanced portfolio to meet the client’s needs. Client portfolio assets, whether managed on a discretionary or non-discretionary basis consist predominantly of no load institutional mutual funds, exchange traded funds, closed-end funds, and individual stocks.

Managed Assets

As of December 31, 2010, the firm managed approximately \$77,000,000. Approximately \$55,000,000 is discretionary, and \$22,000,000 is non-discretionary.

Item 5 - Fees and Compensations

Description

HWM is compensated by an asset-based fee according to the following schedule:

<i>First \$3,000,000</i>	<i>1.25% of asset value</i>
<i>Next \$3,000,000</i>	<i>.85% of asset value</i>
<i>Next \$4,000,000</i>	<i>.60% of asset value</i>
<i>Next \$10,000,000</i>	<i>.50% of asset value</i>
<i>Over \$20,000,000</i>	<i>Fees are negotiable</i>
<i>Accounts under \$250,000</i>	<i>1.50% of asset value</i>

Fees are generally not negotiable, but certain exceptions are made for accounts over \$5,000,000.

Fee Billing

Clients may choose to be billed directly via invoice or have fees deducted from their investment accounts.

Other Fees

Clients are responsible for paying custodian transaction fees and mutual fund management fees. These fees are not shared by HWM.

Fee Payment

Clients are charged advisory fees in arrears, quarterly.

Compensation for Sales of Investment Products

Commissions are paid to advisor if client chooses to invest in a product that pays a commission.

In Illinois, unless a client has received the firm's disclosure brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the client within five (5) business days of signing the contract without incurring any advisory fees.

Item 6 - Performance-Based Fees

HWM does not accept performance based fee arrangements. Through our asset-based fee arrangement, our interests are aligned with our clients.

Item 7 - Types of Clients

Clients served by Henney Wealth Management include individuals, trusts, and pension plans.

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

Methods of Analysis

- Global Macro Trend Analysis (Economic Growth, Inflation and Interest rates, Fiscal/Capital Flow trends)
- Broad Asset Class Valuation (Equities, Bonds, Commodities, Currencies)
- Technical Analysis and Sentiment Indicators
- Sector/Style Momentum & Relative Strength Analysis
- Manager Analysis – Mutual Funds
- Securities Analysis – Individual Stocks

This analysis relies heavily on a diverse pool of independent research at a significant cost borne by the advisor.

Investment Strategies

The primary investment strategy offered to clients is our Tactical Strategy. This is our proprietary method of strategic asset allocation using no-load mutual funds, closed end funds, ETFs, and individual stocks. This strategy's primary goals are risk management and positive real returns while diversification and income are secondary considerations.

Recently, a discretionary Bond Strategy has been developed and implemented for clients. The strategy uses mutual funds, and to a lesser extent, ETFs.

Non-discretionary flexible balanced portfolios are constructed using the same analysis & research, but are more diversified and income focused.

Risk of Loss

All investment strategies exhibit different degrees of associated risk. Our strategies employ risk management, but common investment risks include loss of principal risk, interest rate risk, market risk, inflation risk, currency risk, reinvestment risk, business risk, liquidity risk and financial risk.

Item 9 - Disciplinary Information

No reportable actions.

Item 10 - Other Financial Industry Activities and Affiliations

Activities:

David Henney and Andrew Mutzabaugh are registered representatives with LPL Financial.

Affiliations:

Henney Wealth Management does not have affiliations that are material to its advisory business or its clients with any related person. We receive no compensation from any investment managers, mutual funds, ETFs, etc. that we recommend.

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

Code of Ethics:

The employees of HWM are committed to a code of ethics that puts the client's interest first. The code holds employees to standards of objectivity, fairness, suitability, honesty, transparency and full disclosure.

Participation or Interest in Client Transactions:

Employees of HWM may invest in the same securities that clients own, but DO NOT trade their own securities ahead of client trades. Personal trades are reviewed to ensure that employees do not trade on inside information.

Item 12 - Brokerage Practices

Selecting Brokerage Firms

A custodian (Charles Schwab & Co.) is recommended to clients to best serve their overall needs and execute our strategy most efficiently. A recommended custodian is chosen for integrity, financial stability, independence, best execution and client service.

Soft Dollars

HWM does not receive soft dollar benefits from client custodians.

Directed Brokerage

HWM does not use directed brokerage for client accounts.

Item 13 - Review of Accounts

Periodic Reviews

Account reviews are conducted periodically in accordance to client preference.

Review Triggers

Reviews other than regular reviews are done at Client's request, or if objectives change, any other important change.

Regular Reports

In addition to regular custodian reports, quarterly performance reports are produced by Advent Software and sent to clients.

Item 14 - Client Referrals and Other Compensation

Incoming Referrals

Referrals come from clients and other advisors. The firm does not pay for referrals.

Referrals to Other Professionals

The firm does not accept referrals fees from other firms.

Item 15 - Custody

Account Statements

Client assets are held at qualified custodians, who provide statements directly to clients at their address of record at least quarterly.

Statements Provided by Henney Wealth Management

Clients are provided reports generated by Advent Software's performance reporting and accounting software.

Item 16 - Investment Discretion

Discretionary Authority for Trading

HWM has discretionary authority to manage investment accounts on behalf of clients. We determine without specific client consent, the securities to be bought or sold, and the amount. If discretion has not been given, the client is consulted before trades. Clients give discretionary authority by specifically designating such service in the investment management agreement.

Item 17 - Voting Client Securities

HWM does not vote proxies for securities in client accounts.

Item 18 - Financial Information

HWM does not have any financial impairment that would preclude the firm from meeting its contractual commitments to clients. HWM does not serve as a custodian, nor does it collect fees in advance, so a balance sheet presentation is not required. While HWM does have discretionary authority, it does not have custody of a client funds or securities or require or solicit prepayment of more than \$500 in fees per client in six months in advance.

Item 19 – Requirements for State-Registered Advisers

- A. Please refer to ADV Part 2 B for a description of David Henney’s formal education and business background.
- B. David Henney and Andrew Mutzabaugh are not engaged in business activities other than providing investment advice.
- C. Henney Wealth Management is not compensated with performance-based fees.
- D.
 - 1. A management person has not been involved in any event where an award or otherwise found liable in arbitration alleging damages in excess of \$2,500 involving any of the following:
 - 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.*
 - 2. A management person has not been involved in any event where an award or otherwise found liable in a civil, self-regulatory, organization, or administrative procedure involving any of the following:
 - 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.*
- E. Management persons do not have any relationship or arrangement with any issuer of securities.

Part 2B

Item 1

Brochure Supplement (Part 2B of Form ADV)

Supervised Persons

David D. Henney and Andrew Mutzabaugh

Henney Wealth Management

12100 Wilshire Blvd

Suite 1035

Los Angeles, CA 90025

(310) 571-1277

www.henneywealth.com

As of May 3, 2012

This brochure provides information about David Henney and Andrew Mutzabaugh that supplements the Henney Wealth Management brochure. You should have received a copy of that brochure. Please contact Hamza Maqsodi, Administrative Assistant, if you did not receive Henney Wealth Management's brochure or if you have any questions about the contents of this supplement.

Educational Background and Business Standards

All individuals providing investment advice to clients are required to have a four year college degree or at least two types of advanced professional designations (JD, CPA, CFA, ChCF, CFP, MSFS, CIMC, CIMA, CMT) or comparable experience with the industry.

David D. Henney: Owner and Managing Director

Item 2 – Educational Background and Business Experience

Educational Background:

- DOB: 06/29/1956
- Whittier College – BA Accounting/Economics – 1977
- Whittier College School of Law – Juris Doctor – 1980

Business Experience:

David was previously an advisor and principal with FFR Advisory LLC. He founded Henney Wealth Management in 2010 and serves as Managing Director and Chief Compliance Officer. He holds Series 7 and 63 licenses, is a licensed attorney and holds a life insurance license.

Item 3 - Disciplinary Information:

There are no past, current or pending disciplinary actions for David D. Henney.

Item 4 - Other Professional Activities:

David is a Registered Representative of LPL Financial. As a Registered Representative of a Broker Dealer, compensation is received if any client invests in a variable annuity. Any recommendation of a variable annuity is made concurrently with a full presentation disclosing the benefits, drawbacks, fees, penalties, and important features of such a product. Since an Advisor can have an incentive to recommend investment products based on commissions received, rather than the client's needs, the client is educated on the product and is the driver of the decision to 1) Invest in the product 2) How much is invested. This process achieves full disclosure and avoids conflicts.

Item 5 - Additional Compensations:

David D. Henney does not receive any additional compensation from other sources.

Item 6 – Supervision:

David Henney serves as a designated principal and a supervisor for Henney Wealth Management. Andrew Mutzabaugh serves as a supervisor for Henney Wealth Management as well.

David Henney's Contact Information:

Phone: (310) 571-1277

Email: David.Henney@HenneyWealth.com

Andrew Mutzabaugh's Contact Information:

Phone: (310) 571-1277

Email: andrew@HenneyWealth.com

Item 7 – Requirements for State-Registered Advisers:

David D Henney has not been involved in an event that resulted in an award or otherwise found liable in any arbitration claim alleging damages in excess of \$2,500.

David Henney has not been involved in an event that resulted in an award of otherwise being found liable in any civil, self-regulatory, or administrative proceeding. Also, David Henney has not been the subject of a bankruptcy petition.

Andrew P. Mutzabaugh: Portfolio Manager

Item 2 – Educational Background and Business Experience

Educational Background:

Gannon University – BS Finance 1991

Business Experience:

Andrew was previously an advisor with FFR Advisory LLC. He holds series 7 & 63 licenses. He is an affiliate member of the Market Technicians Association.

Item 3 - Disciplinary Information:

There are no past, current or pending disciplinary actions for Andrew Mutzabaugh.

Item 4 - Other Professional Activities:

Andrew is a registered representative of LPL Financial. In his role of Portfolio Manager, he does not recommend any investment products that pay a commission.

Item 5 - Additional Compensation:

Andrew Mutzabaugh does not receive any additional compensation from other sources.

Item 6 - Supervision:

David Henney serves as a designated principal and a supervisor for Henney Wealth Management. Andrew Mutzabaugh serves as a supervisor for Henney Wealth Management as well.

David Henney's Contact Information:

Phone: (310) 571-1277

Email: David.Henney@HenneyWealth.com

Andrew Mutzabaugh's Contact Information:

Phone: (310) 571-1277

Email: andrew@HenneyWealth.com

Item 7 – Requirements for State-Registered Advisors:

Andrew Mutzabaugh has not been involved in an event that resulted in an award or otherwise found liable in any arbitration claim alleging damages in excess of \$2,500.

Andrew Mutzabaugh has not been involved in an event that resulted in an award or otherwise being found liable in any civil, self-regulatory, or administrative proceeding. Also, Andrew Mutzabaugh has not been the subject of a bankruptcy petition.