

Item 1 – Cover Page

**HARTFORD FUNDS MANAGEMENT
COMPANY, LLC**

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This Brochure provides information about the qualifications and business practices of Hartford Funds Management Company, LLC (“HFMC”). If you have any questions about the contents of this Brochure, please contact: Walter E. Watkins Jr., Director, Investment Adviser Compliance at 860-843-4632 or by email at: ned.watkins@thehartford.com.

HFMC is a registered investment adviser (“Adviser”). Registration does not imply a certain level of skill or training.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Additional information about HFMC will also be available on the SEC’s website at www.adviserinfo.sec.gov

Item 2 – Material Changes

Changes have been made to Form ADV Part 2A to reflect that HFMC has entered into contracts effective January 1, 2013 to manage the assets of The Hartford-Sponsored Mutual Funds and 529 plan(s) sponsored by an affiliate of HFMC.

Item 3 -Table of Contents

	<u>Page</u>
Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	7
Item 7 – Types of Clients	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9 – Disciplinary Information	11
Item 10 – Other Financial Industry Activities and Affiliations	14
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
Item 12 – Brokerage Practices	17
Item 13 – Review of Accounts	18
Item 14 – Client Referrals and Other Compensation	19
Item 15 – Custody	20
Item 16 – Investment Discretion	21
Item 17 – Voting Client Securities	22
Item 18 – Financial Information	23

Item 4 – Advisory Business

HFMC is a registered investment adviser and a wholly-owned indirect subsidiary of The Hartford Financial Services Group, Inc. (“The Hartford”), a publicly traded Connecticut financial services company.

HFMC provides discretionary investment advisory services to The Hartford-Sponsored Mutual Funds, which are SEC-registered open-end investment companies (each series of which is a “Hartford Fund”). Certain of the Hartford Funds offer their shares at net asset value directly to variable annuity and variable life insurance separate accounts of Hartford Life Insurance Company and its affiliates (collectively “Hartford Life”) and directly and indirectly to certain qualified employee benefit plans.

HFMC also provides non-discretionary investment advisory services to college savings “529” plans (“529 Plans”) for which HFMC’s affiliate Hartford Life Insurance Company (“HLIC”) provides plan management services. The 529 Plans offer portfolios that are investment options for the 529 Plans (each a “529 Portfolio”); the 529 Portfolios invest exclusively in one or more mutual funds or exchange-traded funds, including certain Hartford Funds.

HFMC operates using a manager of managers or sub-advisory structure under which day to day portfolio management occurs at the sub-advisory level and oversight, compliance, legal, administration, governance and other activities take place at HFMC. Certain of the Hartford Funds that HFMC manages are “feeder funds” that invest all of their assets in a “master fund” which is a series of the American Funds Insurance Series¹. Investment advisory services are tailored, to each Hartford Fund except the American Funds HLS Funds, based on the investment objectives and strategies disclosed in its prospectus or, to each 529 Portfolio, in accordance with the requirements of the 529 Plan’s Trust.

As of January 1, 2013, HFMC managed \$91.3 billion on a discretionary basis and \$129.5 million on a non-discretionary basis.

¹ Each of the American Funds HLS Funds invests all of its assets in a corresponding Master Fund that is registered under the Investment Company Act of 1940 and is not managed by HFMC or any affiliate of HFMC. As such, HFMC does not intend to provide day-to-day investment advisory services to the Master Fund and will not actively manage the American Funds HLS Funds. Portfolio management services for the American Funds HLS Funds are currently provided at the Master Fund level by Capital Research and Management Company.

Item 5 – Fees and Compensation

Advisory Fees

HFMC receives advisory fees for its services, including among other activities, oversight, compliance, legal, administration, and governance to the Hartford Funds (including the American Funds HLS Funds), that are negotiated and initially approved by each Hartford Fund's Board of Directors (the "Board") for up to two years and subject to re-approval at least once annually thereafter. Advisory fees for each Hartford Fund are generally based on a stated percentage of the Fund's average daily net assets. This stated percentage may be subject to an expense waiver and or reimbursement arrangement for that Hartford Fund as agreed upon by HFMC. HFMC charges The Hartford Global Alpha Fund an amount ranging from 0.60%-1.60% of the Fund's average daily net assets, based on the Fund's performance relative to a securities market index. Each Hartford Fund pays HFMC as promptly as possible after the last day of each month for HFMC's services; fees are deducted directly from each Hartford Fund's custodian account. The current fee schedule for each Hartford Fund is disclosed in that Hartford Funds' SEC registration statement.

Fees calculated for a period of time that is less than a month are calculated at the annual rates provided in the Hartford Fund's fee schedule but pro-rated for the number of days elapsed in the month in question as a percentage of the total number of days in such month, based upon the average of that Hartford Fund's daily net asset value for the period in question, and paid within a reasonable time after the close of such period.

For the 529 Plans, HFMC does not charge a separate fee for investment advisory services to the 529 Plan. HLIC, an affiliate of HFMC, is paid a fee as the Plan Manager.

As HFMC will only receive fees for services provided to the Hartford Funds, HFMC does not maintain standard fee schedules for other types of investment advisory clients.

Other Fees

While HFMC does not receive advisory fees in respect of 529 Plans, investors in the 529 Portfolios indirectly bear expenses of the underlying funds (net operating expenses of the mutual funds or exchange-traded funds in which the 529 Portfolios invest).

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

HFMC does not currently accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client. HFMC charges The Hartford Global Alpha Fund an amount ranging from 0.60%-1.60% of the Fund's average daily net assets, based on the Fund's performance relative to a securities market index.

Item 7 – Types of Clients

HFMC's investment advisory business consists primarily of acting as the investment manager to the Hartford Funds. With the exception of services provided for The Hartford Checks and Balances Fund and the American Funds HLS Funds, HFMC will retain and oversee sub-advisers. The sub-advisers will provide the day-to-day portfolio management services, including investment and asset allocation decisions, for the Hartford Funds. (For a discussion of HFMC's advisory business see Item 4.)

HFMC also provides investment advisory services to the 529 Portfolios offered by certain 529 Plans for which HFMC's affiliate, HLIC, is the Plan Manager. For the 529 Plans, HFMC retains and oversees a sub-adviser; the sub-adviser provides day-to-day portfolio management services, which consists primarily of day-to-day asset allocation decisions.

While HFMC does not require that its clients (the Hartford Funds and the 529 Plans) satisfy a minimum amount for opening or maintaining an account, the Hartford Funds and the 529 Plans may impose such minimums on their investors. In addition, contract holders or qualified employee benefit plan investors that indirectly invest in certain Hartford Funds may be subject to account or investment minimums based upon the contract or plan.

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

With respect to the Hartford Funds, HFMC retains the sub-advisers that provide day-to-day portfolio management services (including asset allocation decisions) for each Hartford Fund (other than The Hartford Checks and Balances Fund and the American Funds HLS Funds). In addition, HFMC intends to provide investment advisory services for 529 Portfolios of certain 529 Plans for which its affiliate, HLIC, is the Plan Manager. HFMC does not currently expect to have any investment advisory clients other than the Hartford Funds or 529 Plans.

HFMC reviews each Hartford Fund's respective investment portfolio and securities, monitors the Fund's investment performance, oversees asset allocations for Hartford Funds that are fund of funds, provides economic and statistical data relating to each Hartford Fund and other relevant economic and regulatory information deemed appropriate or requested by the Board. HFMC monitors and quantitatively and qualitatively evaluates each Hartford Fund's sub-adviser based upon the principle of: People, Process and Performance (the "Three P's") which are described in more detail below.

The Three P's are evaluated by The Hartford's Investment Advisory Group ("IAG") and are reviewed by HFMC's Investment Product Oversight Committee ("IPOC"). The IPOC regularly reviews the performance of the Hartford Funds and the performance of the sub-advisers managing the Hartford Funds' assets. The IPOC is comprised of senior management including personnel from The Hartford's mutual fund investment advisory and product teams. The IPOC generally meets quarterly or on an as needed basis. The table below summarizes many of the factors that are considered during the investment monitoring evaluation as it relates to the Three P's.

<u><i>People - Qualitative</i></u>	<u><i>Process - Qualitative</i></u>	<u><i>Performance - Quantitative</i></u>
<ul style="list-style-type: none"> • Size and depth of organization • Ownership Structure • Compensation • Regulatory/Reputation • Compliance monitoring • Product asset growth • Investment Team and Resources • Tenure/experience • Turnover • Portfolio Knowledge • Work environment 	<ul style="list-style-type: none"> • Investment philosophy • Investment approach • Buy/sell decisions • Evolution of process • Depth of Fundamental Research • Selection v. sector bets • Style consistency (performance, style and process) • Believability/enthusiasm • Diversification/Concentration • Risk Metrics & Controls • Holdings Analysis 	<ul style="list-style-type: none"> • Trailing & Periodic Returns • Peer and Benchmark Relative Results • Yield Analysis • Return patterns (yearly, quarterly) • Risk (Beta) • Absolute Volatility (Std Deviation) • Excess return (Alpha) • Risk-adjusted returns (Sharpe) • Information Ratio • Batting Average • Upside/downside capture • Morningstar Rating • Returns Based Analysis • Performance Consistency

With respect to 529 Plans, HFMC utilizes similar metrics to recommend Hartford Funds that may become underlying investments for the 529 Portfolios in the 529 Plans.

Investing in securities involves risk of loss that clients should be prepared to bear. Additional information regarding risks and investment strategies for each of the Hartford Funds is available in each Hartford Fund's prospectus and SAI.

Item 9 – Disciplinary Information

The following legal events or proceedings or disciplinary events relate to adviser or other affiliates of HFMC with respect to their business as either a registered investment adviser or insurance related businesses.

I. Closed Matters or Settlements in which one of HFMC's affiliates was a Party

a) (Nov. 8, 2006) The SEC alleged that Hartford Investment Financial Services, LLC (“HIFSCO”) and HL Investment Advisors, LLC (“HL Advisors”) violated sections 17(a)(2) and (3) of the Securities Act of 1933, Section 206(2) of the Investment Advisers Act of 1940, and Section 34(b) of the Investment Company Act of 1940 through misrepresentations or omissions of fact concerning the use of directed brokerage in connection with the marketing and distribution of the Hartford Funds and Hartford Annuities. The SEC alleged that Hartford Securities Distribution Company (“HSD”) caused and aided and abetted the alleged violations by HIFSCO and HL Advisors of Sections 17(a)(2) and (3) of the Securities Act of 1933 and Section 206(2) of the Investment Advisers Act of 1940. HIFSCO, HL Advisors and HSD voluntarily undertook or otherwise agreed to: 1) form a disclosure review committee designed to ensure that all prospectus and SAI disclosures for investment products are accurate; strengthen oversight over compliance matters related to preventing and deleting conflicts of interests, breaches of fiduciary duty, and violation of federal securities laws related to investment products; 2) ensure the respondents’ Board of Directors review and approve disclosures concerning certain payments made to broker-dealers and other intermediaries; and 3) strengthen overall compliance oversight provided within HIFSCO, HL Advisors and HSD. HIFSCO, HL Advisors and HSD were required to pay disgorgement of \$40 million and civil monetary penalties of \$15 million to the affected Hartford Funds. On November 8, 2006, the SEC issued an order that instituted

administrative and cease-and-desist proceedings, made certain findings relative to these proceedings and imposed remedial sanctions and a cease-and-desist order pursuant to Section 8A of the Securities Act of 1933, Section 15(b) of the Securities Exchange Act of 1934, Sections 203(e) and 203(k) of the Investment Advisers Act of 1940, and Sections 9(b) and 9(f) of the Investment Company Act of 1940. Also on November 8, 2006, the respondents settled this matter without admitting or denying the findings set forth in the SEC's November 8, 2006 order.

b) In July of 2007, The Hartford entered into a settlement with the Attorneys General of the states of New York, Connecticut and Illinois relating to market timing and the company's individual variable annuity contracts. In accordance with the terms of that settlement, The Hartford established a settlement fund and hired an Independent Distribution Consultant to develop a plan to distribute the money in the settlement fund to eligible recipients, which included certain individual variable annuity contract holders. The Hartford also hired Rust Consulting Inc. to administer the plan of distribution. Rust began contacting and mailing checks to contract holders who were eligible to receive money from the settlement fund in April 2008. As of March 7, 2009, all of the checks for the distribution had been issued to eligible contract holders in accordance with The Hartford's settlement.

c) In 2004, five consolidated putative national class actions were brought against various Hartford entities, Hartford's retail mutual funds, and certain directors and officers of the retail mutual funds, alleging that excessive or inadequately disclosed fees were charged to retail mutual fund investors, that certain fees were used for improper purposes, and that undisclosed improper, or excessive payments were made to brokers. As the result of amendments to the complaint filed in response to motions to dismiss and the voluntary dismissal of certain claims and parties, as of December 31, 2007, the case included a single claim, which was settled in February 2008.

III. Pending Matters to which HIFSCO is a Party

In February 2011, a derivative action was brought on behalf of six Hartford retail mutual funds in the United States District Court for the District of New Jersey, alleging that Hartford Investment Financial Services, LLC ("HIFSCO"), an indirect subsidiary of the Company, received excessive advisory and distribution fees in violation of its statutory fiduciary duty under Section 36(b) of the Investment Company Act of 1940. HIFSCO moved to dismiss and, in September 2011, the motion was granted in part and denied in part, with leave to amend the complaint. In November 2011, plaintiffs filed an

amended complaint on behalf of The Hartford Global Health Fund, The Hartford Conservative Allocation Fund, The Hartford Growth Opportunities Fund, The Hartford Inflation Plus Fund, The Hartford Advisors Fund, and The Hartford Capital Appreciation Fund. Plaintiffs seek to rescind the investment management agreements and distribution plans between HIFSCO and these funds and to recover the total fees charged thereunder or, in the alternative, to recover any improper compensation HIFSCO received, in addition to lost earnings. HIFSCO filed a partial motion to dismiss the amended complaint and, in December 2012, the court dismissed without prejudice the claims regarding distribution fees and denied the motion with respect to the advisory fees claims. HIFSCO disputes the allegations and intends to defend vigorously.

Item 10 – Other Financial Industry Activities and Affiliations

Investment Advisers

HFMC is an indirect wholly-owned subsidiary of The Hartford. Hartford Investment Management Company (“HIMCO”), HIFSCO and HL Advisors, each an affiliate of HFMC, are no longer investment advisers registered under the Investment Advisers Act of 1940. HIFSCO and HL Advisors no longer have advisory clients as HFMC now serves as the investment manager all the previous HIFSCO and HL Advisor clients. HIMCO serves as sub-adviser to certain Hartford Funds, as well as to separately managed accounts, and provides investment management and advisory services for insurance companies under the ownership of The Hartford. HIMCO operates as a separate and distinct line of business from that of HFMC. Disclosures for these affiliates can be found in each affiliate’s Form ADV, Part 2A.

Affiliated Broker-Dealers

Hartford Equity Sales Company, Inc. (“HESCO”), HIFSCO and HSD, affiliates of HFMC, are registered broker-dealers. HESCO and HSD serve as principal underwriters for registered variable annuity and variable life insurance contracts issued by Hartford Life Insurance Company and its affiliates; HIFSCO is a registered broker-dealer and serves as principal underwriter for the Hartford Funds.

Conflicts of Interest

HFMC monitors for conflicts of interest in its investment advisory business with respect to the investment advisory services provided to the Hartford Funds and to 529 Plans. HFMC evaluates situations that may give rise to conflicts and has adopted policies and procedures relating to personal securities transactions and insider trading that are designed to prevent or detect actual conflicts of interest. (For a discussion on how HFMC monitors for conflicts of interest, see Item 11.)

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

HFMC has adopted a written Code of Ethics and Insider Trading Policy (the “Code”) based upon the principle that the officers, directors, and employees of HFMC and other designated persons (“Access Persons” or “Supervised Persons”) have a fiduciary duty to treat all clients fairly. HFMC has adopted and implemented policies and procedures that it believes are reasonably designed to address the conflicts associated with personal trading activities of Access Persons and/or Supervised Persons, prevent insider trading, and prevent the disclosure and misuse of its clients’ material nonpublic information.

Each Access Person and Supervised Person of HFMC receives a copy of HFMC’s Code upon determination of his/her status as an Access Person or Supervised Person and is required to complete training regarding the Code. Access Persons also are required to file a report of any reportable securities and or brokerage accounts held either directly or indirectly as well as report personal securities transactions at least quarterly; at least annually each Access Person must certify compliance with the Code. Additionally, pursuant to the Code, Access Persons must obtain prior written approval before purchasing initial public offerings and limited offerings.

HFMC’s Code also establishes policies and procedures to monitor Supervised Persons. Supervised Persons are individuals who do not, as part of their regular functions and duties at The Hartford, make, participate in, or have information regarding the purchase or sale of securities by HFMC’s clients, have access to nonpublic information about the portfolio holdings of the Hartford Funds or the 529 Portfolios, or make recommendations about securities or investments to HFMC’s clients.

Each Supervised Person of HFMC receives a copy of HFMC’s Code upon determination of his/her status as a Supervised Person and is required, on an annual basis, to: be trained about the Code, certify compliance with the Code, and certify that there have been no changes in his/her regular functions and duties in regard to HFMC’s clients. (Please see also Item 10.)

In addition, each of HFMC's sub-advisers has adopted its own Code of Ethics. HFMC reviews the adequacy of each sub-adviser's Code of Ethics and requires each sub-adviser to certify compliance with its Code of Ethics on a quarterly and annual basis.

A copy of HFMC's Code can be obtained by contacting Walter E. Watkins Jr., Director, Investment Adviser Compliance at 860-843-4632 or by email at: ned.watkins@thehartford.com.

Item 12 – Brokerage Practices

With respect to the Hartford Funds (other than The Hartford Checks and Balances Fund and the American Funds of Funds), each Hartford Fund's sub-adviser is responsible for making determinations concerning the selection of brokers for the Hartford Fund's transactions and for assessing the reasonableness of the compensation charged, subject to the Hartford Funds' Commission Recapture Program. With respect to The Hartford Checks and Balances Fund and 529 Plans, which invest in shares of other Hartford Funds, no brokerage compensation is paid in connection with such transactions. With respect to the American Funds HLS Funds, purchase and sale transactions of fund holdings (which consist of shares of its corresponding master fund) are handled by the American Funds HLS Funds' transfer agent, and no brokerage compensation is paid in connection with such transactions. While the sub-advisers to a Hartford Fund or 529 Portfolio may receive soft dollar benefits in support of the Hartford Funds' or 529 Portfolio's transactions, HFMC does not directly receive any soft dollar benefits in connection with securities trades of its investment advisory clients.

Item 13 – Review of Accounts

The IAG, which is overseen by HFMC's Vice President and Chief Investment Officer, reviews and evaluates the performance of the Hartford Funds and the 529 Portfolios, as well as the performance of the sub-adviser to each Hartford Fund or 529 Portfolio, on approximately a quarterly basis, based upon such factors as portfolio characteristics, market analysis, portfolio position and outlook. With respect to the Hartford Funds, the IAG also conducts semi-annual due diligence meetings with each sub-adviser and provides a quarterly written report and analysis about each Hartford Fund to the Investment Committee of the Board.

For the 529 Plan, the IAG provides quarterly written reports to the 529 Plan on the performance of each 529 Portfolio.

In addition, the IPOC led by HFMC's Vice President and Chief Investment Officer regularly reviews the performance of the Hartford Funds and the performance of the sub-advisers managing the Hartford Funds' assets.

Item 14 – Client Referrals and Other Compensation

HFMC does not receive any economic benefit directly or indirectly from persons who are not clients for providing investment advice or other advisory services to its investment advisory clients. HFMC does not actively solicit clients, does not have solicitors, and does not enter into cash referral arrangements for the purpose of client referrals.

Item 15 – Custody

HFMC does not take custody of its clients' assets or securities. With respect to the holdings of each Hartford Fund and each 529 Portfolio that is an investment advisory client of HFMC, each client has entered into an agreement with an independent qualified custodian, pursuant to which the client receives account statements directly and should carefully review those statements.

Item 16 – Investment Discretion

HFMC has been granted investment discretion by the Board in the investment advisory contracts between each Hartford Fund and HFMC. However, the day-to-day investment discretion and portfolio management for the Hartford Funds (other than The Hartford Checks and Balances Fund) has been delegated to each sub-adviser. Investment discretion with respect to each Hartford Fund is restricted by policies and procedures approved by the Board, the laws and regulations (including federal securities and tax laws) under which the Hartford Funds operate, as well as disclosures in each Hartford Fund's prospectus and SAI.

With respect to the 529 Plan that is an investment advisory client of HFMC, HFMC has not been granted investment discretion in respect of the 529 Portfolios; The Hartford Funds or other mutual funds offered as underlying funds to the 529 Portfolios are subject to approval by the 529 Plan's Trust.

Item 17 – Voting Client Securities

Pursuant to the Hartford Funds' Proxy Voting Policy, the Hartford Funds' sub-advisers (other than the funds of funds) have been delegated the authority to vote all proxies relating to the Hartford Funds' portfolio holdings. The sub-advisers' exercise of this delegated proxy voting authority is subject to oversight by HFMC. The sub-advisers have a duty to vote or not vote such proxies in the best interests of each Hartford Fund and to avoid conflicts of interest. With respect to Hartford Funds that are funds of funds, pursuant to its Proxy Voting Policy, HFMC votes any proxies of the underlying Hartford Funds in which the funds of funds' invest in the same proportion as the vote of the underlying Hartford Funds' other shareholders, (sometimes called "mirror" or "echo" voting). With respect to the American Funds HLS Funds, HFMC votes any proxies of the American Funds HLS Funds and will either (i) seek instructions from the shareholders of the American Funds HLS Funds and vote on the matter in accordance with such instructions or (ii) vote in the same proportion as the vote of the Master Funds' other shareholders.

A copy of HFMC's Proxy Voting Policy can be obtained by contacting Walter E. Watkins Jr., Director, Investment Adviser Compliance at 860-843-4632 or by email at: ned.watkins@thehartford.com

HFMC does not have the authority to vote any proxies on behalf of the 529 Portfolios.

Item 18 – Financial Information

HFMC does not require nor solicit pre-payment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this Brochure.

HFMC has no financial conditions that are likely to materially impair its ability to meet contractual commitments to the Hartford Funds and the 529 Plan for which it provides advisory services (its clients). HFMC has not been the subject of a bankruptcy proceeding in the past ten years.