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Form ADV Part 2A

Uniform Application for Investment Advisor Registration

December 19, 2012

Revised on February 24, 2013

This brochure provides information about the qualifications and business practices of Barthelemy Group, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 786-7379 or email us at info@barthelemygroupllc.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 Barthelemy Group, LLC also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

1. After our 2011 examination by the Securities and Exchange Commission (SEC), the SEC launched an investigation into our firm. For various reasons, including financial costs, my firm and I decided to submit Offers of Settlement to the SEC to resolve the investigation. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement, the SEC and I agreed, among other things, that I be barred from providing investment advisory services, with the right to reapply after two years. Based on this mutual agreement, the SEC issued an Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th 2012. Please see Item#9 for more detail.
2. The State of New Jersey has determined that the investment adviser registration of Barthelemy Group, LLC and the investment adviser representative (IARs) Evens Barthelemy shall be SUSPENDED for a period of two years based on the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th 2012.
3. The State of New York was notified by fax and by mail of the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th, 2012.

Item 3 Table of Contents

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	<i>PERFORMANCE-BASED FEES</i> AND SIDE-BY-SIDE MANAGEMENT -----	6
ITEM 7	TYPES OF <i>CLIENTS</i> -----	6
ITEM 8	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS -----	7
ITEM 9	DISCIPLINARY INFORMATION -----	8
ITEM 10	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS-----	9
ITEM 11	CODE OF ETHICS, PARTICIPATION OR INTEREST IN <i>CLIENT</i> TRANSACTIONS AND PERSONAL TRADING-----	9
ITEM 12	BROKERAGE PRACTICES -----	10 &ERROR! BOOKMARK NOT DEFINED.
ITEM 13	REVIEW OF ACCOUNTS-----	11
ITEM 14	<i>CLIENT</i> REFERRALS AND OTHER COMPENSATION -----	11
ITEM 15	CUSTODY -----	11
ITEM 16	INVESTMENT DISCRETION -----	12
ITEM 17	VOTING <i>CLIENT</i> SECURITIES -----	12
ITEM 18	FINANCIAL INFORMATION -----	12
ITEM 19	REQUIREMENTS FOR STATE-REGISTERED ADVISERS-----	13

Item 4 Advisory Business

INDIVIDUAL AND CORPORATE ADVISORY SERVICES

After our 2011 examination by the Securities and Exchange Commission (SEC), the SEC launched an investigation into our firm. For various reasons, including financial costs, my firm and I decided to submit Offers of Settlement to the SEC to resolve the investigation. As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement, the SEC and I agreed, among other things, that I be barred from providing investment advisory services, with the right to reapply after two years. Based on this mutual agreement, the SEC issued an Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21st 2012.

Item 5 Fees and Compensation

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

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

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 7 ***Types of Clients***

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

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

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 9 Disciplinary Information

DISCIPLINARY INFORMATION

These proceedings arise out of improper SEC registration, materially false Form ADV filings, and compliance and record keeping failures by Barthelemy Group LLC (“Barthelemy Group” or “BG”), an investment adviser registered with the states of New York and New Jersey that is owned and managed by Evens Barthelemy (“Barthelemy”). Barthelemy improperly registered BG with the Commission in July 2009 under the Advisers Act multi-state adviser exemption from the prohibition against SEC registration, and thereafter improperly maintained BG’s registration under the Act’s \$25 million assets under management (“AUM”) exemption.¹ At all times since initially registering with the Commission, however, BG had no more than \$5 million in AUM and was required to register in at most three states (rather than the thirty required under the multi-state exemption). Further, in response to a request from the Commission’s staff during a 2010 investment adviser exam of BG, Barthelemy misrepresented his firm’s AUM as \$26.28 million instead of \$2.628 million in a spreadsheet. When questioned by the Exam staff later, Barthelemy conceded the inaccuracy, and in June 2011 Barthelemy withdrew his firm’s SEC registration. In addition, BG lacked adequate compliance policies and procedures and failed to maintain various books and records required by the Advisers Act related to codes of ethics and providing or offering the firm’s Form ADV Part II to clients.

Undertakings

Respondent Barthelemy Group has undertaken to do the following:

- A. within thirty (30) days following the entry of the Order, file and provide to the staff of the Commission (“the staff”) an amended Form ADV for Barthelemy Group (“Amended Form ADV”) that discloses all material terms of the Order;
- B. after filing the Amended Form ADV and within thirty (30) days following the entry of the Order, mail a copy of the Amended Form ADV and a copy of the Order to each state regulator with which Barthelemy Group is registered as an investment adviser, or with which Barthelemy Group has a pending application for such registration, using commercially reasonable efforts to obtain an acknowledgment of receipt;
- C. within thirty (30) days following the entry of the Order, mail or email a copy of the Amended Form ADV and a copy of the Order to each existing Barthelemy Group investment advisory client, together with a cover letter in a form not unacceptable to the Commission’s staff, using commercially reasonable efforts to obtain an acknowledgment of receipt;
- D. within thirty (30) days following the entry of the Order, post a copy of the Order on the home page, in a readily viewed area, of any and all Barthelemy Group website(s) for a period of two (2) years; and

E. certify, in writing, compliance with the undertaking(s) set forth above. The certification shall identify the undertaking(s), provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and Respondent Barthelemy Group agrees to provide such evidence. No later than sixty (60) days from the date of the completion of the undertakings, the certification and supporting material shall be submitted to Scott Weisman, Assistant Director, Division of Enforcement (100 F St., NE, Washington, DC 20549-5010-A), with a copy to the Office of Chief Counsel of the Division of Enforcement (100 F St., NE, Washington, DC 20549).

Respondent Barthelemy has undertaken to do the following:

A. cause Barthelemy Group to comply with its undertakings, as described above in Section III;

B. within thirty (30) days following the entry of this Order, mail a copy of the Amended Form ADV and a copy of the Order to each existing investment advisory client of Barthelemy, together with a cover letter in a form not unacceptable to the Commission's staff, using commercially reasonable efforts to obtain an acknowledgment of receipt;

C. within thirty (30) days following the entry of the Order, mail or email a copy of the Amended Form ADV and a copy of the Order to each state regulator from which Barthelemy has any securities license or with which Barthelemy has a pending application for any securities license, using commercially reasonable efforts to obtain an acknowledgment of receipt; and

D. certify, in writing, compliance with the undertaking(s) set forth above. The certification shall identify the undertaking(s), provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and Respondent Barthelemy agrees to provide such evidence. No later than sixty (60) days from the date of the completion of the undertakings, the certification and supporting material shall be submitted to Scott Weisman, Assistant Director, the Division of Enforcement (100 F St., NE, Washington, DC 20549-6010-A), with a copy to the Office of Chief Counsel of the Division of Enforcement (100 F St., NE, Washington, DC 20549).

In determining whether to accept the Offer, the Commission has considered these undertakings.

Item 10 Other Financial Industry Activities and Affiliations

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

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

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 13 Review of Accounts

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 14 *Client Referrals and Other Compensation*

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 15 Custody

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 16 Investment Discretion

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 17 Voting *Client* Securities

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 18 Financial Information

As part of our Offers of Settlement, my firm and I did not admit to or deny the findings of the SEC. In accepting my Offer of Settlement we have terminated our investment advisory practice as of December 21th 2012. Please see Item# 9 for more details.

Item 19 Requirements for State-Registered Advisers

The State of New Jersey has determined that the investment adviser registration of Barthelemy Group, LLC and the investment adviser representative (IARs) Evens Barthelemy shall be SUSPENDED for a period of two years based on the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th 2012. The State of New York was notified by fax and by mail of the SEC's Order Instituting Administrative and Cease-and Desist proceedings on November 20, 2012 for our investment advisory services, and my firm and I will no longer be an investment advisor as of December 21th, 2012.