

Item 1 – Cover Page

RMR Wealth Management, LLC

One Battery Park Plaza

New York, NY 10004

Phone: (212) 785-4377

Fax: (212) 202-6097

<http://www.rmrwm.com>

March 15, 2013

This Brochure provides information about the qualifications and business practices of RMR Wealth Management, LLC (“RMR” or “we”). If you have any questions about the contents of this Brochure, please contact us at (212) 785-4377. 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.

RMR Wealth Management, LLC is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about RMR Wealth Management, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since our last brochure dated February 21, 2012.

Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Our Brochure may be requested by contacting Brian Mayer, Chief Compliance Officer, at the number above.

Additional information about RMR Wealth Management, LLC is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website provides information about any persons affiliated with RMR Wealth Management, LLC who are registered, or are required to be registered, as investment adviser representatives of RMR Wealth Management, LLC.

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Item 4 – Advisory Business

RMR has been registered with the SEC as an investment adviser since 2009. Our principal owners are Brian Mayer, Philip Rabinovich, Andrew Guzzetti and Ryan Rogers. Brian Mayer is the Chief Compliance Officer and Managing Member, and he directly owns 10% of RMR. Philip Rabinovich is a Managing Member and he directly owns 65% of RMR, Andrew Guzzetti owns 15% and Ryan Rogers owns 10% of RMR.

RMR provides investment advisory services and utilizes the different advisory programs offered through NFS and Envestnet. RMR is responsible for all advice and suitability of such advice regarding these accounts. A full description of all services is provided in the account services agreement. RMR provides discretionary account management in which the client is provided with on-going investment advice and monitoring with respect to their security holdings and will manage the account according to the client's objectives.

Managed Accounts Solutions (MAS)

The programs offered are third party money manager platforms sponsored by NFS. RMR will deliver Managed Accounts Solutions Disclosure Documents for details on fee structure and account services. The execution of a mutually agreed upon Managed Account Solution Tri-Party Agreement by NFS, RMR, and Envestnet Asset Management, Inc. ("Envestnet") is required prior to participating in MAS. In addition, all accounts within MAS will need to be set up to properly reflect the appropriate Asset Provider (Envestnet), Program, and Product Level. These programs are as follows:

Separately Managed Account Program

In this program, assets are managed by institutional money managers. This program includes Envestnet's manager due diligence, assistance in evaluating separate account managers, and provides access to a range of managers and investment disciplines. The program also includes professional money management, performance reporting, and associated services and support (trading, reconciliation, fee calculation, etc).

Multi-Manager Account Program

This program combines multiple investment styles facilitating diversification within an individually-managed account. The program includes professional money management, manager due diligence, and performance reporting. Additionally, the MMA includes Envestnet as overlay portfolio manager to manage the asset allocation of the account and coordinate trading across investment sleeves.

Mutual Fund Wrap Program

In this program, assets are allocated across a range of mutual funds. Clients may select one or more asset allocation portfolio strategies consisting of either mutual funds or exchange-traded funds. Freedom Accounts are managed on a discretionary basis pursuant to the tri-party agreement, which develops the portfolio asset allocation, selects the underlying funds populating the respective model strategy and annually rebalances the client's account to the original allocation. Such program offers investment strategies, including Aggressive Equity, Growth Equity, Balanced with Growth, Balanced, Equity Income and Income portfolios.

Representative as Portfolio Manager

RMR advisors are provided a set of tools to construct and manage model portfolios. Such program allows selected financial advisors to manage clients' portfolios on a wrap fee basis in accordance with the clients' objectives. RMR and Envestnet will enter into a client account agreement with the client,

under which NFS and/or Envestnet will provide brokerage, custody and related services to the client accounts. NFS and/or Envestnet do not determine suitability of advice for any client. RMR is responsible for all advice and suitability of such advice regarding these accounts. The Program may cost a client more or less than purchasing the services separately. Factors bearing on the relative cost of the Program that would be relevant when considering the alternative of purchasing the services offered in the Program separately include the trading activity in a client's account and the corresponding brokerage commissions that would be charged for execution of trades, and the fees charged for investment advisory services under the Program.

Types of Investments

We provide advice on a broad array of investments, including exchange listed securities, securities traded over the counter, foreign equities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual funds, government securities, options, real estate, and real estate. RMR also offers advice on reverse convertible securities, also known as reverse convertibles, which are short-term notes linked to an underlying stock.

Assets Under Management

As of December 31, 2012, RMR held \$38,568,641 in discretionary assets under management and \$0 in non-discretionary assets under management.

Item 5 – Fees and Compensation

Fees may be charged quarterly in advance or in arrears as disclosed in the separate manager agreement. Fees charged by mutual funds are detailed in the prospectus. Although RMR believes its fees are reasonable in light of the services provided, clients should be aware that such fees may be more or less than the fees and commissions associated with brokerage services purchased separately. The comparison is dependent upon a number of factors, including the frequency of brokerage activity in the client's account, the size of the account under management, and any negotiated fee arrangements with respect to the account. An investor should consider these factors prior to opening an account.

Account Termination

Upon written receipt of notice to terminate its Client Agreement with any of RMR investment advisory Programs, and unless specific transfer instructions are received, RMR and its agent will, in an orderly and efficient manner, proceed with liquidation of the Client's account. There will not be a charge by us for such redemption; however, the Client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that may affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate Client's investment advisory service and communicate the instructions to Client's investment advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process Client's request. During this time, Client's account is subject to market risk. RMR and its agent are not responsible for market fluctuations of the Client's Account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner. Clients should review all Program disclosure documents for any additional information related to account terminations. A full refund will be provided without penalty if the client terminates the contract within 5 business days of signing with the Company.

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

RMR does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

RMR generally provides portfolio management services to individuals, high net worth individuals, and corporations or other businesses.

Conditions for Managing Accounts

See the respective Program Disclosure Documents for more information about the Program fees and information regarding minimum account sizes. The minimum account size may be different for IRA accounts. Under certain limited circumstances, the minimum may be waived. NFS and/or Envestnet may act as sub-advisor for the advisory programs. The Client should refer to the respective managers Disclosure Document, as appropriate, to determine the minimum and maximum account sizes permitted.

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

Our investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets. Investment strategies ordinarily include long- or short-term purchases of stock portfolios, mutual funds and fixed income securities.

Investment recommendations are based on an analysis of the client's individual needs, and are drawn from research and analysis. Security analysis methods may include fundamental analysis, technical analysis, charting and cyclical analysis. Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. Some of the primary risks of investing are summarized below:

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy or a declining market value.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of RMR or the integrity of RMR's management. RMR has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

DLG Wealth Management

Certain RMR personnel have ownership interests in DLG Wealth Management, which is also registered as a Federally Registered Investment Adviser. There are no arrangements between these affiliated firms that are deemed to be material at this point. Clients may be referred to each respective company; however, client information will not be shared without positive client consent.

Dinosaur Securities, LLC

Certain RMR personnel are also registered representatives of Dinosaur Securities, LLC, a registered broker-dealer (CRD#104446). In that capacity, they may be paid commissions, brokerage fees, 12b-1 fees or other fees or payments for their brokerage clients, which may include clients who are also clients of RMR. These arrangements pose a conflict of interest for those individuals to the extent they have a financial incentive to recommend such sales or other transactions to the client. In addition, those RMR personnel may receive, in their capacity as registered representatives, 12b-1 fees paid out by mutual funds. This poses a conflict of interest to the extent those personnel have a financial incentive to recommend as investment alternatives to be offered under the plan funds that pay out 12b-1 fees.

RMR recommends that clients establish brokerage accounts with NFS, a FINRA registered broker-dealers, to maintain custody of clients' assets and to effect trades for their accounts. Although RMR may recommend that clients establish accounts at NFS, it is the client's decision to custody assets at NFS. RMR is independently owned and operated and not affiliated with NFS.

Item 11 – Code of Ethics

RMR has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal

securities trading procedures, among other things. All supervised persons at RMR must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of RMR may buy or sell securities that are recommended to clients. RMR's employees and persons associated with RMR are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of RMR and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for RMR's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of RMR will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of RMR's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between RMR and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with RMR's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. RMR will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

RMR's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Brian Mayer at our main number.

Item 12 – Brokerage Practices

Advisors may suggest broker/dealer services to clients. Factors for such recommendation would be when transaction compensation is seen as a benefit to the client. For broker/dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its investment advisory services. Commissions paid for broker/dealer services may be higher or lower than those obtainable from other brokers in return for those products and services. From time to time, associated persons of Adviser may recommend that Clients buy or sell securities or investment products that the Adviser also owns. In such circumstances, Adviser shall adhere to the Code of Ethics.

For RMR client accounts maintained in its custody, NFS generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through NFS or that settle into NFS accounts. Client accounts maintained at NFS will be charged a \$3.50 shipping & handling charge for every trade accomplished. This fee is passed on to the client. NFS also make available to RMR other products and services that benefit RMR but may not benefit its clients' accounts. Some of these other products and services assist RMR in managing and administering clients' accounts. These may include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client

accounts); provide research, pricing information and other market data; facilitate payment of RMR's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of RMR's accounts, including accounts not maintained at NFS.

Item 13 – Review of Accounts

RMR provides its investment consulting clients with periodic reports of relevant activity. In addition to the portfolio monitor service report as described herein, RMR, through the Clearing Agent or its agent, will transmit to clients (and where appropriate to the applicable investment advisor) the following reports:

- trade confirmations reflecting all transactions in securities; provided, however, that periodic statements of account activity may be furnished in lieu of transaction by transaction confirmations to the extent and in the manner permitted by Rule 10b-10 under the Exchange Act; and
- A statement of account activity at least quarterly.

Accounts are assigned to investment advisors who are responsible for performing quarterly reviews of the account and consult with the respective client of the account. Following these reviews, reports are prepared to assist principals in supervising and monitoring the account. Factors that are considered include, but are not limited to the following: investment objectives, targeted allocation, current allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings.

Not less than annually, the firm will contact the client and request current information to determine whether there have been any changes in the information provided in the questionnaire. Client agrees to inform the firm in writing of any material changes in the information included in the questionnaire or otherwise the client's financial circumstances that might affect the manner in which client's assets should be invested. Client may contact the firm during normal business hours to consult with the firm concerning the management of the client's account(s).

Rep as Portfolio Manager Accounts are reviewed upon the inception of the account when a client's investment objective and strategy is reviewed for approval and consistency with program guidelines. Thereafter, such accounts are reviewed on a transaction, monthly, quarterly or annual basis, as applicable. In addition to the Financial Advisor, the reviews described above are performed by a principal of the firm.

Each client has the ability to impose reasonable restrictions on the management of the client's account, including the designation of particular securities or types of securities that should not be purchased for the account, or that should be sold if held in the account. If a client's instructions are unreasonable, or RMR, or, if applicable, an advisor believe that the instructions are inappropriate for the client, RMR will notify the client that, unless the instructions are modified, it may cancel the client's account. A client will not be able to provide instructions that prohibit or restrict the investment adviser of an open-end or closed-end mutual fund or ETF with respect to the purchase or sale of specific securities or types of securities within the mutual fund. RMR and its agents reserve the right to cancel a client's account for, among other things, excessive transactions.

Item 14 – Client Referrals and Other Compensation

RMR does not compensate others for client referrals.

Item 15 – Custody

Clients should receive statements at least quarterly from NFS, the qualified custodian that holds and maintains your investment assets. RMR urges you to carefully review such statements and compare the official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

For any discretionary accounts outlined above, the Adviser has the authority to determine, without obtaining specific client consent, both the securities to be bought and sold as well as the amount of the securities to be bought or sold. This discretion must be provided at the beginning of the Adviser/Client relationship and documented in the Advisory Agreement. There is no particular set limit to this discretion established. The Adviser has an existing relationship with the custodian/clearing firm to execute, clear, settle, and hold Client accounts and securities. Adviser follows procedures established to direct all client transactions that may be facilitated through the custodian/clearing firm directly to that entity. The commissions and/or transaction fees charged by the clearing firm may be higher or lower than obtainable elsewhere. These fees are exclusive of, and in addition to, Adviser's investment management fee.

Item 17 – Voting Client Securities

RMR does not vote proxies. Clients can authorize in their Client agreements investment managers to vote proxy requests on their behalf. Please refer to the respective investment manager's Form ADV for a full disclosure of its proxy voting policies and procedures. Clients should contact their financial consultant if they have any questions and/or to obtain this information.

Item 18 – Financial Information

Registered Investment Advisers are required to provide you with certain financial information or disclosures about RMR's financial condition. RMR has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and it has not been the subject of any bankruptcy proceeding.

Privacy Policy

RMR collect nonpublic personal information about you from the following sources: Information we receive on applications, questionnaires, web site, or other forms and information about your transactions with our affiliates, others, or us. We do not disclose any non-public information about our current or former customers to anyone, except as permitted by law or in order to provide the current services. Our employees have limited access to your personal information based on their responsibilities to provide products or services to you. Be assured that we maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information.